

SMARTHEAT INC.  
Form 8-K  
September 18, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 17, 2009**

**SMARTHEAT INC.**

(Exact Name of Registrant as Specified in Charter)

**Nevada**  
(State or other jurisdiction

of incorporation)

**000-53052**  
(Commission File Number)

**98 -0514768**  
(IRS Employer

Identification No.)

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A-1, 10, Street 7

Shenyang Economic and Technological Development Zone

Shenyang, China  
(Address of principal executive offices)

110027  
(Zip Code)

Registrant's telephone number, including area code: +86 (24) 2519-7699

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 DFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On September 17, 2009, SmartHeat Inc. (the Company) entered into an underwriting agreement (the Agreement) with William Blair & Company, L.L.C., as representative of the several underwriters (collectively, the Underwriters), relating to the public offering by the Company of 7,246,087 shares (the Shares) of the Company's common stock, par value \$0.001 per share (the Common Stock), at a public offering price of \$9.00 per share. The Company also granted the Underwriters an option to purchase up to an additional 1,086,913 shares of Common Stock to cover over-allotments, if any. The Shares are expected to be delivered against payment therefor on September 22, 2009.

The offering of the Shares was registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-160190), as amended (the Registration Statement). The above description of the Agreement is qualified in its entirety by reference to the full text of the Agreement, a copy of which is incorporated herein by reference and is attached to this Current Report on Form 8-K as Exhibit 1.1.

**Item 8.01 Other Events.**

On September 18, 2009, the Company issued a press release announcing the amount and pricing of its public offering of shares of its Common Stock. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these shares in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state. Any offering will be made only through a prospectus supplement and accompanying prospectus.

The information reported under Item 8.01 in this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit</b> | <b>Description</b> |
|----------------|--------------------|
|----------------|--------------------|

|             |   |
|-------------|---|
| Exhibit 1.1 | Underwriting Agreement dated September 17, 2009, between SmartHeat Inc. and William Blair & Company, L.L.C., as representative of the several underwriters identified therein |
|-------------|---|

|              |  |
|--------------|--|
| Exhibit 99.1 | Press release dated September 18, 2009 |
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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 17, 2009

**SMARTHEAT INC.**

By: /s/ Jun Wang  
Name: Jun Wang  
Title: Chairman & Chief Executive Officer