

JinkoSolar Holding Co., Ltd.  
Form F-3MEF  
January 16, 2014

**As filed with the Securities and Exchange Commission on January 16, 2014**

**Registration No. 333-**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**Form F-3**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**JinkoSolar Holding Co., Ltd.**  
*(Exact name of Registrant as specified in its charter)*

**Cayman Islands**                      **3674**                      **Not Applicable**  
*(State or other jurisdiction of*    *(Primary Standard Industrial (I.R.S. Employer*  
*Incorporation or Organization)* *Classification Code Number)* *Identification No.)*

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**1 Jingke Road**

**JinkoSolar (U.S.) Inc.**

**Shangrao Economic Development Zone                      343 Sansome Street, Suite 975**

**Jiangxi Province, 334100    San Francisco, California 94104**

**People's Republic of China    United States of America**

**+86.793.8469699**

**+1.415.4020991**

*(Address and Telephone Number of Registrant's (Name, Address, and Telephone Number for Agent of Principal Executive Office)*

*Service)*

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***Copies to:***

Shuang Zhao

Shearman & Sterling LLP

c/o 12th Floor, Gloucester Tower, The Landmark

15 Queen's Road Central

Hong Kong

+852.2978.8000

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-190273

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Securities and Exchange Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered<sup>(1)</sup></b>	<b>Proposed Maximum Aggregate Offering Price <sup>(3)(4)</sup></b>	<b>Amount of Registration Fee<sup>(4)</sup></b>
Ordinary shares, par value US\$0.00002 per share <sup>(2)</sup>		
Preferred shares		
Debt securities		
Warrants		
<b>Total</b>	<b>US\$ 25,797,500.00</b>	<b>US\$ 3,322.72</b>

Includes (i) securities initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this (1) registration statement and the date the securities are first bona fide offered to the public, and (ii) securities that may be purchased by the underwriters pursuant to an over-allotment option. These securities are not being registered for the purposes of sales outside the United States.

American depositary shares issuable upon deposit of the ordinary shares registered hereby have been or will be (2) registered under a separate registration statement on Form F-6 (Registration No. 333-164523). Each American depositary share represents four ordinary shares.

The proposed maximum aggregate offering price for each class of securities will be determined from time to time (3) by the registrant in connection with the issuance by the registrant of the securities registered hereunder and is not specified as to each class of securities pursuant to General Instruction II. C. of Form F-3 under the Securities Act of 1933, as amended.

(4) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(o) of Regulation C under the Securities Act of 1933, as amended.

As of the date of this registration statement, the maximum aggregate offering price of securities that remain to be issued pursuant to the prior registration statement (File No. 333-190273) is US\$128,987,500.00. The maximum aggregate offering price of the additional securities being registered hereby pursuant to Rule 462(b) under the Securities Act is US\$25,797,500.00, which represents 20% of the maximum aggregate offering price of securities remaining on the prior registration statement.

The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.



## **EXPLANATORY NOTE**

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV to Form F-3, both promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form F-3 (File No. 333-190273) initially filed by JinkoSolar Holding Co., Ltd. (the “Company”) with the Securities and Exchange Commission (the “Commission”) on July 31, 2013, as amended on August 14, 2013, which was declared effective by the Commission on August 15, 2013, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shangrao, Jiangxi Province, People's Republic of China, on January 16, 2014.

By: /s/ Kangping Chen

Name: Kangping Chen

Title: Director and Chief Executive Officer

## POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated on the 16th day of January, 2014.

<b>Signatures</b>	<b>Title</b>
* Xiande Li	Chairman of the board of directors
* Kangping Chen	Director and chief executive officer (principal executive officer)
* Xianhua Li	Director and vice president
* Wing Keong Siew	Independent director
* Haitao Jin	Independent director
* Zibin Li	Independent director
* Steven Markscheid	Independent director
/s/ Longgen Zhang Longgen Zhang	Chief financial officer (principal financial and accounting officer)

\*By: /s/ Longgen Zhang  
Name: Longgen Zhang  
Attorney-in-Fact



**SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of JinkoSolar (U.S.) Inc., has signed this registration statement or amendment thereto in Shangrao, Jiangxi Province, People's Republic of China, on January 16, 2014.

JinkoSolar (U.S.) Inc.

By: /s/ Xiande Li

Name: Xiande Li

Title: Legal Representative

JinkoSolar (US) Inc.

**Exhibit Index**

**Exhibit**

**Number Description**

- 5.1 Opinion of Maples and Calder regarding the validity of the securities
  - 5.2 Opinion of Shearman & Sterling LLP regarding the validity of the securities
  - 23.1 Consent of PricewaterhouseCoopers Zhong Tian LLP, independent registered public accounting firm
  - 23.2 Consent of Maples and Calder (included in Exhibit 5.1)
  - 23.3 Consent of Shearman & Sterling LLP (included in Exhibit 5.2)
  - 23.4 Consent of DaHui Lawyers
  - 24.1\* Powers of Attorney (included on signature page on the prior registration statement)
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Previously filed.