

SMARTHEAT INC.  
Form 8-K/A  
January 25, 2019

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K/A**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): December 31, 2018**

**SMARTHEAT INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other Jurisdiction of Incorporation)

**001-34246    98-0514768**

(Commission

File  
Number)

(IRS Employer Identification No.)

**60 East    8100000**

**Ren-Min**

**Road**

**Da-Chai**

**Dan**

**Town**

**Xai Xi**  
**County,**  
**Qing Hai**  
**Province**

(Address  
of  
Principal (Zip  
Executive Code)  
Offices)

Registrant's telephone number, including area code: **(86) 097-782-8122**

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 CFR 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Item 5.01 is incorporated by reference herein.

**Item 3.02. Unregistered Sales**

Item 5.01 is incorporated by reference herein.

**Item 5.01 Changes in Control of Registrant**

As previously reported on its current report on Form 8-K filed on January 1, 2019 with the Securities and Exchange Commission, on December 31, 2018, the Smartheat Inc. (“Smartheat” or the “Company”) completed a series of transactions set forth in the Share Exchange Agreement and Plan of Reorganization (the “Share Exchange Agreement”), dated December 31, 2018, by and among the Company, Mid-Heaven Sincerity International Resources Investment Co., Ltd, a company incorporated under the laws of the British Virgin Islands (“Mid-Heaven”), Mao Zhang, Jimin Zhang, and Ying Zhao, constituting all of the shareholders of Mid-Heaven (the “Mid-Heaven Shareholders”) whereby the Company issued an aggregate of 186,588,264 shares of its common stock, par value \$.001 per share (the Common Stock”) to the Mid-Haven Shareholders as consideration for the exchange of 100% of the ownership shares of Mid-Heaven (the “Acquisition”).

On January 24, 2019, the SmartHeat entered into an amendment (the “Amendment”) to the Share Exchange Agreement with the Mid-Haven and the Mid-Haven Shareholders whereby the Company reduced the number of shares of Common Stock issued to the Mid-Haven Shareholders from 186,588,264 shares to 106,001,971 shares.

As a result of the Amendment, Mao Zhang was issued 80,625,099 shares of Common Stock, Jian Zhang was issued 22,165,012 shares of Common Stock and Ying Zhao was issued 3,211,860 shares of Common Stock representing approximately 43.3%, 11.9% and 1.73% of the issued and outstanding stock, respectively, after the effective date of a Schedule 14C relating to the increase of the authorized shares of the Company to 500,000,000 shares which has been approved by written consent by a majority of the stockholders of the Company.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the form of Merger Agreement, which is filed as Exhibit 10.24 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit Description**

10.24 Amendment to the Share Exchange Agreement and Plan of Reorganization, dated January 24, 2019.

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**SIGNATURES**

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.

**SMARTHEAT INC.**  
(Registrant)

Date: January 25, 2019 By: /s/ Jimin Zhang  
Name: Mr. Jimin  
Zhang  
Title: Chief Executive  
Officer