

Hanwha SolarOne Co., Ltd.
Form SC 13D/A
February 06, 2015

UNITED STATES
SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 6)*

HANWHA SOLARONE CO., LTD.

(Name of Issuer)

Ordinary shares, par value US\$0.0001 per share

(Title of Class of Securities)

83415U108

(CUSIP Number)

Hanwha Solar Holdings Co., Ltd.

Hanwha Chemical Corporation

Hanwha Corporation

Mr. Seung-Youn Kim

Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu

Seoul 100-797, Korea

Edgar Filing: Hanwha SolarOne Co., Ltd. - Form SC 13D/A

Phone Number: (82) 2 729 2517

Attention: Mr. Moon-Seong Choi

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 6, 2015

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for purpose of section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 83415U108

1. Name of reporting person

Hanwha Solar Holdings Co., Ltd.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

AF, OO (1)

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Cayman Islands

7. Sole voting power

Number of

shares

3,930,457,126 (2)

beneficially

8. Shared voting power

owned by

0

each

9. Sole dispositive power

reporting

person

3,930,457,126 (2)

with

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

3,930,457,126 (2)

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

13. Percent of class represented by amount in Row (11)

93.6% (3)

14. Type of reporting person (see instructions)

CO

- (1) The sources of funds were: (a) a loan in the principal amount of \$295 million from Korea Export-Import Bank to Hanwha Chemical Corporation (Hanwha Chemical) on September 16, 2010, (b) the internal reserves of Hanwha Chemical, and (c) all of the issued and outstanding capital stock of a wholly-owned subsidiary of Hanwha Solar Holdings Co., Ltd. (Hanwha). Hanwha is a wholly-owned subsidiary of Hanwha Chemical.
- (2) The aggregate amount beneficially owned by the Reporting Persons is comprised of the following: (a) 209,249,448 ordinary shares of Hanwha SolarOne Co., Ltd. (the Issuer), par value US\$0.0001 per share (Ordinary Shares), which includes 6,405,055 Ordinary Shares represented by an aggregate of 1,281,011 American Depositary Shares (ADSs) of the Issuer; (b) 20,062,348 Ordinary Shares (the Loaned Shares) issued to Hanwha pursuant to that certain Share Issuance and Repurchase Agreement, dated as of September 16, 2010, by and between the Issuer and Hanwha (the Share Lending Agreement); and (c) 3,701,145,330 Ordinary Shares issued to Hanwha pursuant to that certain Share Purchase Agreement, dated as of December 8, 2014, by and among Hanwha, Hanwha Q CELLS Investment Co., Ltd. and the Issuer (the 2014 Purchase Agreement). The 3,910,394,778 Ordinary Shares and 20,062,348 Loaned Shares are held directly by Hanwha.

Pursuant to the Share Lending Agreement, Hanwha agreed that it holds only the voting rights with respect to any Loaned Shares and, subject to applicable law, waived all other rights attaching to or arising in respect of the Loaned Shares.

- (3) Percentage of class calculated based on an aggregate of 457,394,472 Ordinary Shares issued and outstanding as of December 17, 2014, based upon information provided to the Reporting Persons by the Issuer, plus each of the following: (a) the 20,062,348 Loaned Shares issued to Hanwha pursuant to the Share Lending Agreement; (b) 20,070,375 Ordinary Shares (represented by 4,014,075 ADSs, the Loaned ADSs) issued to Morgan Stanley & Co. International PLC (the Dealer) pursuant to that certain Share Issuance and Repurchase Agreement by and between the Issuer and the Dealer, dated as of January 23, 2008 (the Dealer Agreement); and (c) the 3,701,145,330 Ordinary Shares issued to Hanwha pursuant to the 2014 Purchase Agreement, for an aggregate total of 4,198,672,525 outstanding Ordinary Shares.

The Issuer stated in the Shareholder Circular dated December 24, 2014, furnished with the Issuer's Report of Foreign Issuer on Form 6-K for the month of December 2014, as filed with the Securities and Exchange Commission on December 24, 2014 (the Circular), that it does not believe that the Ordinary Shares represented by the Loaned ADSs or the Loaned Shares will increase the number of Ordinary Shares considered outstanding for the purpose of calculating beneficial ownership. For purposes of calculating beneficial ownership in the Circular, the Issuer excluded the 4,014,075 Loaned ADSs and the 20,062,348 Loaned Shares from the number of Ordinary Share equivalents deemed outstanding. The Issuer's total outstanding Ordinary Shares as of December 17, 2014 would have been 497,527,195 if the 4,014,075 Loaned ADSs and the 20,062,348 Loaned Shares were included in the calculation of beneficial ownership.

For purposes of reporting its beneficial ownership in this Schedule 13D, the Reporting Persons have assumed that the Loaned Shares are issued, outstanding and beneficially held by the Reporting Persons. If the Reporting Persons excluded the Loaned Shares, they would be deemed to beneficially own 3,910,394,778 Ordinary Shares. Inclusion or exclusion of the Loaned Shares would not materially change the Reporting Persons' beneficial ownership percentage. In the case of exclusion of the Loaned Shares and the Loaned ADSs for purposes of calculating beneficial ownership, the Reporting Persons' beneficial ownership percentage would be approximately 94.0%.

Based on information provided to the Reporting Persons by the Issuer, a total of 585,790 Ordinary Shares have been reserved by the Issuer as of December 17, 2014 to allow for the participation in the ADS program by its employees pursuant to the Issuer's equity incentive plans (the Option Reserve Shares). For purposes of calculating beneficial ownership in the Circular, the Issuer excluded the Option Reserve Shares from the number of Ordinary Share

equivalents deemed outstanding and stated that it did not believe that the Option Reserve Shares would increase the number of Ordinary Shares considered outstanding for the purpose of calculating beneficial ownership. Accordingly, the Reporting Persons have excluded the Option Reserve Shares from the number of outstanding Ordinary Shares for purposes of calculating and reporting the Reporting Persons' beneficial ownership in this Schedule 13D. The Issuer's total outstanding Ordinary Shares as of December 17, 2014 would have been 498,112,985 if the 4,014,075 Loaned ADSs, the 20,062,348 Loaned Shares and the 585,790 Option Reserve Shares were included in the calculation of beneficial ownership. Inclusion or exclusion of the Option Reserve Shares would not materially change the Reporting Persons' beneficial ownership percentage. In the case of inclusion of the Option Reserve Shares for purposes of calculating beneficial ownership, the Reporting Persons' beneficial ownership percentage would be approximately 93.6%.

CUSIP No.: 83415U108

1. Name of reporting person

Hanwha Chemical Corporation

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

WC, BK, OO (1)

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) x

6. Citizenship or place of organization

Korea

7. Sole voting power

Number of

shares

3,930,457,126 (2)

beneficially

8. Shared voting power

owned by

0

each

9. Sole dispositive power

reporting

person

3,930,457,126 (2)

with

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

3,930,457,126 (2)

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

13. Percent of class represented by amount in Row (11)

93.6% (3)

14. Type of reporting person (see instructions)

CO

(1) The sources of funds were: (a) a loan in the principal amount of \$295 million from Korea Export-Import Bank to Hanwha Chemical on September 16, 2010, (b) the internal reserves of Hanwha Chemical, and (c) all of the issued and outstanding capital stock of a wholly-owned subsidiary of Hanwha.

(2) The aggregate amount beneficially owned by the Reporting Persons is comprised of the following: (a) 209,249,448 Ordinary Shares, which includes 6,405,055 Ordinary Shares represented by an aggregate of 1,281,011 ADS of the Issuer; (b) 20,062,348 Loaned Shares issued to Hanwha pursuant to the Share Lending Agreement; and (c) 3,701,145,330 Ordinary Shares issued to Hanwha pursuant to the 2014 Purchase Agreement. The 3,910,394,778 Ordinary Shares and 20,062,348 Loaned Shares are held directly by Hanwha. Hanwha is a wholly-owned subsidiary of Hanwha Chemical and Hanwha Chemical may therefore be deemed to be the beneficial owner of the 3,910,394,778 Ordinary Shares and the 20,062,348 Loaned Shares.

Pursuant to the Share Lending Agreement, Hanwha agreed that it holds only the voting rights with respect to any Loaned Shares and, subject to applicable law, waived all other rights attaching to or arising in respect of the Loaned Shares.

(3) Percentage of class calculated based on an aggregate of 457,394,472 Ordinary Shares issued and outstanding as of December 17, 2014, based upon information provided to the Reporting Persons by the Issuer, plus each of the following: (a) the 20,062,348 Loaned Shares issued to Hanwha pursuant to the Share Lending Agreement; (b) 20,070,375 Ordinary Shares (represented by the 4,014,075 Loaned ADSs) issued to the Dealer pursuant to the Dealer Agreement; and (c) the 3,701,145,330 Ordinary Shares issued to Hanwha pursuant to the 2014 Purchase Agreement, for an aggregate total of 4,198,672,525 outstanding Ordinary Shares.

The Issuer stated in the Circular that it does not believe that the Ordinary Shares represented by the Loaned ADSs or the Loaned Shares will increase the number of Ordinary Shares considered outstanding for the purpose of calculating beneficial ownership. For purposes of calculating beneficial ownership in the Circular, the Issuer excluded the 4,014,075 Loaned ADSs and the 20,062,348 Loaned Shares from the number of Ordinary Share equivalents deemed outstanding. The Issuer's total outstanding Ordinary Shares as of December 17, 2014 would have been 497,527,195 if the 4,014,075 Loaned ADSs and the 20,062,348 Loaned Shares were included in the calculation of beneficial ownership.

For purposes of reporting its beneficial ownership in this Schedule 13D, the Reporting Persons have assumed that the Loaned Shares are issued, outstanding and beneficially held by the Reporting Persons. If the Reporting Persons excluded the Loaned Shares, they would be deemed to beneficially own 3,910,394,778 Ordinary Shares. Inclusion or exclusion of the Loaned Shares would not materially change the Reporting Persons' beneficial ownership percentage. In the case of exclusion of the Loaned Shares and the Loaned ADSs for purposes of calculating beneficial ownership, the Reporting Persons' beneficial ownership percentage would be approximately 94.0%.

Based on information provided to the Reporting Persons by the Issuer, the Issuer has reserved a total of 585,790 Option Reserve Shares as of December 17, 2014. For purposes of calculating beneficial ownership in the Circular, the Issuer excluded the Option Reserve Shares from the number of Ordinary Share equivalents deemed outstanding and stated that it did not believe that the Option Reserve Shares would increase the number of Ordinary Shares considered outstanding for the purpose of calculating beneficial ownership. Accordingly, the Reporting Persons have excluded the Option Reserve Shares from the number of outstanding Ordinary Shares for purposes of calculating and reporting the Reporting Persons' beneficial ownership in this Schedule 13D. The Issuer's total outstanding Ordinary Shares as of December 17, 2014 would have been 498,112,985 if the 4,014,075 Loaned ADSs, the 20,062,348 Loaned Shares and the 585,790 Option Reserve Shares were included in the calculation of beneficial ownership. Inclusion or exclusion of the Option Reserve Shares would not materially change the Reporting Persons' beneficial ownership percentage. In the case of inclusion of the Option Reserve Shares for purposes of calculating beneficial ownership, the Reporting

Persons beneficial ownership percentage would be approximately 93.6%.

CUSIP No.: 83415U108

1. Name of reporting person

Hanwha Corporation

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

AF (1)

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Korea

7. Sole voting power

Number of

shares

3,930,457,126 (2)

beneficially

8. Shared voting power

owned by

0

each

9. Sole dispositive power

reporting

person

3,930,457,126 (2)

with

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

3,930,457,126 (2)

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

13. Percent of class represented by amount in Row (11)

93.6% (3)

14. Type of reporting person (see instructions)

CO

- (1) The sources of funds were: (a) a loan in the principal amount of \$295 million from Korea Export-Import Bank to Hanwha Chemical on September 16, 2010, (b) the internal reserves of Hanwha Chemical, and (c) all of the issued and outstanding capital stock of a wholly-owned subsidiary of Hanwha.
- (2) The aggregate amount beneficially owned by the Reporting Persons is comprised of the following: (a) 209,249,448 Ordinary Shares, which includes 6,405,055 Ordinary Shares represented by an aggregate of 1,281,011 ADS of the Issuer; (b) 20,062,348 Loaned Shares issued to Hanwha pursuant to the Share Lending Agreement; and (c) 3,701,145,330 Ordinary Shares issued to Hanwha pursuant to the 2014 Purchase Agreement. The 3,910,394,778 Ordinary Shares and 20,062,348 Loaned Shares are held directly by Hanwha. Hanwha is a wholly-owned subsidiary of Hanwha Chemical and Hanwha Chemical may therefore be deemed to be the beneficial owner of the 3,910,394,778 Ordinary Shares and the 20,062,348 Loaned Shares. Hanwha Corporation together with its affiliates hold approximately 42.67% of the issued and outstanding shares of Hanwha Chemical and Hanwha Corporation may therefore be deemed to be the beneficial owner of the 3,910,394,778 Ordinary Shares and the 20,062,348 Loaned Shares.

Pursuant to the Share Lending Agreement, Hanwha agreed that it holds only the voting rights with respect to any Loaned Shares and, subject to applicable law, waived all other rights attaching to or arising in respect of the Loaned Shares.

- (3) Percentage of class calculated based on an aggregate of 457,394,472 Ordinary Shares issued and outstanding as of December 17, 2014, based upon information provided to the Reporting Persons by the Issuer, plus each of the following: (a) the 20,062,348 Loaned Shares issued to Hanwha pursuant to the Share Lending Agreement; (b) 20,070,375 Ordinary Shares (represented by the 4,014,075 Loaned ADSs) issued to the Dealer pursuant to the Dealer Agreement; and (c) the 3,701,145,330 Ordinary Shares issued to Hanwha pursuant to the 2014 Purchase Agreement, for an aggregate total of 4,198,672,525 outstanding Ordinary Shares.

The Issuer stated in the Circular that it does not believe that the Ordinary Shares represented by the Loaned ADSs or the Loaned Shares will increase the number of Ordinary Shares considered outstanding for the purpose of calculating beneficial ownership. For purposes of calculating beneficial ownership in the Circular, the Issuer excluded the 4,014,075 Loaned ADSs and the 20,062,348 Loaned Shares from the number of Ordinary Share equivalents deemed outstanding. The Issuer's total outstanding Ordinary Shares as of December 17, 2014 would have been 497,527,195 if the 4,014,075 Loaned ADSs and the 20,062,348 Loaned Shares were included in the calculation of beneficial ownership.

For purposes of reporting its beneficial ownership in this Schedule 13D, the Reporting Persons have assumed that the Loaned Shares are issued, outstanding and beneficially held by the Reporting Persons. If the Reporting Persons excluded the Loaned Shares, they would be deemed to beneficially own 3,910,394,778 Ordinary Shares. Inclusion or exclusion of the Loaned Shares would not materially change the Reporting Persons' beneficial ownership percentage. In the case of exclusion of the Loaned Shares and the Loaned ADSs for purposes of calculating beneficial ownership, the Reporting Persons' beneficial ownership percentage would be approximately 94.0%.

Based on information provided to the Reporting Persons by the Issuer, the Issuer has reserved a total of 585,790 Option Reserve Shares as of December 17, 2014. For purposes of calculating beneficial ownership in the Circular, the Issuer excluded the Option Reserve Shares from the number of Ordinary Share equivalents deemed outstanding and stated that it did not believe that the Option Reserve Shares would increase the number of Ordinary Shares considered outstanding for the purpose of calculating beneficial ownership. Accordingly, the Reporting Persons have excluded the Option Reserve Shares from the number of outstanding Ordinary Shares for purposes of calculating and reporting the Reporting Persons' beneficial ownership in this Schedule 13D. The Issuer's total outstanding Ordinary Shares as of December 17, 2014 would have been 498,112,985 if the 4,014,075 Loaned ADSs, the 20,062,348 Loaned Shares and

the 585,790 Option Reserve Shares were included in the calculation of beneficial ownership. Inclusion or exclusion of the Option Reserve Shares would not materially change the Reporting Persons' beneficial ownership percentage. In the case of inclusion of the Option Reserve Shares for purposes of calculating beneficial ownership, the Reporting Persons' beneficial ownership percentage would be approximately 93.6%.

CUSIP No.: 83415U108

1. Name of reporting person

Mr. Seung-Youn Kim

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

AF (1)

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Korea

7. Sole voting power

Number of

shares

3,930,457,126 (2)

beneficially

8. Shared voting power

owned by

0

each

9. Sole dispositive power

reporting

person

3,930,457,126 (2)

with

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

3,930,457,126 (2)

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

13. Percent of class represented by amount in Row (11)

93.6% (3)

14. Type of reporting person (see instructions)

IN

(1) The sources of funds were: (a) a loan in the principal amount of \$295 million from Korea Export-Import Bank to Hanwha Chemical on September 16, 2010, (b) the internal reserves of Hanwha Chemical, and (c) all of the issued and outstanding capital stock of a wholly-owned subsidiary of Hanwha.

(2) The aggregate amount beneficially owned by the Reporting Persons is comprised of the following: (a) 209,249,448 Ordinary Shares, which includes 6,405,055 Ordinary Shares represented by an aggregate of 1,281,011 ADS of the Issuer; (b) 20,062,348 Loaned Shares issued to Hanwha pursuant to the Share Lending Agreement; and (c) 3,701,145,330 Ordinary Shares issued to Hanwha pursuant to the 2014 Purchase Agreement. The 3,910,394,778 Ordinary Shares and 20,062,348 Loaned Shares are held directly by Hanwha. Hanwha is a wholly-owned subsidiary of Hanwha Chemical and Hanwha Chemical may therefore be deemed to be the beneficial owner of the 3,910,394,778 Ordinary Shares and the 20,062,348 Loaned Shares. Hanwha Corporation together with its affiliates hold approximately 42.67% of the issued and outstanding shares of Hanwha Chemical and Hanwha Corporation may therefore be deemed to be the beneficial owner of the 3,910,394,778 Ordinary Shares and the 20,062,348 Loaned Shares. Mr. Seung-Youn Kim, a representative director and executive officer of Hanwha Chemical and Hanwha Corporation, together with his affiliates hold approximately 36.04% of the issued and outstanding shares of Hanwha Corporation and Mr. Seung-Youn Kim may therefore be deemed to be the beneficial owner of the 3,910,394,778 Ordinary Shares and the 20,062,348 Loaned Shares.

Pursuant to the Share Lending Agreement, Hanwha agreed that it holds only the voting rights with respect to any Loaned Shares and, subject to applicable law, waived all other rights attaching to or arising in respect of the Loaned Shares.

(3) Percentage of class calculated based on an aggregate of 457,394,472 Ordinary Shares issued and outstanding as of December 17, 2014, based upon information provided to the Reporting Persons by the Issuer, plus each of the following: (a) the 20,062,348 Loaned Shares issued to Hanwha pursuant to the Share Lending Agreement; (b) 20,070,375 Ordinary Shares (represented by the 4,014,075 Loaned ADSs) issued to the Dealer pursuant to the Dealer Agreement; and (c) the 3,701,145,330 Ordinary Shares issued to Hanwha pursuant to the 2014 Purchase Agreement, for an aggregate total of 4,198,672,525 outstanding Ordinary Shares.

The Issuer stated in the Circular that it does not believe that the Ordinary Shares represented by the Loaned ADSs or the Loaned Shares will increase the number of Ordinary Shares considered outstanding for the purpose of calculating beneficial ownership. For purposes of calculating beneficial ownership in the Circular, the Issuer excluded the 4,014,075 Loaned ADSs and the 20,062,348 Loaned Shares from the number of Ordinary Share equivalents deemed outstanding. The Issuer's total outstanding Ordinary Shares as of December 17, 2014 would have been 497,527,195 if the 4,014,075 Loaned ADSs and the 20,062,348 Loaned Shares were included in the calculation of beneficial ownership.

For purposes of reporting its beneficial ownership in this Schedule 13D, the Reporting Persons have assumed that the Loaned Shares are issued, outstanding and beneficially held by the Reporting Persons. If the Reporting Persons excluded the Loaned Shares, they would be deemed to beneficially own 3,910,394,778 Ordinary Shares. Inclusion or exclusion of the Loaned Shares would not materially change the Reporting Persons' beneficial ownership percentage. In the case of exclusion of the Loaned Shares and the Loaned ADSs for purposes of calculating beneficial ownership, the Reporting Persons' beneficial ownership percentage would be approximately 94.0%.

Based on information provided to the Reporting Persons by the Issuer, the Issuer has reserved a total of 585,790 Option Reserve Shares as of December 17, 2014. For purposes of calculating beneficial ownership in the Circular, the Issuer excluded the Option Reserve Shares from the number of Ordinary Share equivalents deemed outstanding and stated that it did not believe that the Option Reserve Shares would increase the number of Ordinary Shares considered outstanding for the purpose of calculating beneficial ownership. Accordingly, the Reporting Persons have excluded

the Option Reserve Shares from the number of outstanding Ordinary Shares for purposes of calculating and reporting the Reporting Persons' beneficial ownership in this Schedule 13D. The Issuer's total outstanding Ordinary Shares as of December 17, 2014 would have been 498,112,985 if the 4,014,075 Loaned ADSs, the 20,062,348 Loaned Shares and the 585,790 Option Reserve Shares were included in the calculation of beneficial ownership. Inclusion or exclusion of the Option Reserve Shares would not materially change the Reporting Persons' beneficial ownership percentage. In the case of inclusion of the Option Reserve Shares for purposes of calculating beneficial ownership, the Reporting Persons' beneficial ownership percentage would be approximately 93.6%.

All information in this Amendment No. 6 to Schedule 13D is being supplied solely by the Reporting Persons and only the Reporting Persons shall be deemed responsible for the accuracy of such information. This Amendment No. 6 to Schedule 13D is being filed by Hanwha Solar Holdings Co., Ltd., Hanwha Chemical Corporation, Hanwha Corporation and Mr. Seung-Youn Kim pursuant to Rule 13d-2(a) under the Securities Exchange Act of 1934, as amended. This Amendment No. 6 to Schedule 13D amends and supplements the Schedule 13D as filed jointly by Hanwha Solar Holdings Co., Ltd., Hanwha Chemical Corporation, Hanwha Corporation and Mr. Seung-Youn Kim with the Securities and Exchange Commission (the SEC) on September 23, 2010, as amended by Amendment No. 1 to Schedule 13D filed jointly by the Reporting Persons with the SEC on December 1, 2010, as further amended by Amendment No. 2 to Schedule 13D filed jointly by the Reporting Persons with the SEC on July 1, 2011, as further amended by Amendment No. 3 to Schedule 13D filed jointly by the Reporting Persons with the SEC on August 17, 2012, as further amended by Amendment No. 4 to Schedule 13D filed jointly by the Reporting Persons with the SEC on April 22, 2013 and as further amended by Amendment No. 5 to Schedule 13D filed jointly by the Reporting Persons with the SEC on December 8, 2014 (as so amended, the Initial Schedule 13D). Unless set forth below, all previous Items set forth in the Initial Schedule 13D are unchanged. All capitalized terms used herein that are not defined herein have the meanings for such terms set forth in the Initial Schedule 13D.

ITEM 4. Purpose of Transaction.

The disclosure in Item 4 of the Initial Schedule 13D is hereby amended by inserting the following language at the end of the subsection under the heading *Share Purchase Agreements* of Item 4:

On December 8, 2014, the Issuer, Hanwha and Hanwha Q CELLS Investment Co., Ltd. (Target) entered into a Share Purchase Agreement, which is attached as Exhibit 99.10 to the Amendment No. 5 to Schedule 13D filed jointly by the Reporting Persons with the SEC on December 8, 2014 (the Amendment No. 5) and incorporated herein by reference (the 2014 Purchase Agreement), pursuant to which, among other things, the Issuer purchased all of the issued and outstanding ordinary shares of Target, an entity wholly-owned by Hanwha, in exchange for the issuance by the Issuer to Hanwha of 3,701,145,330 Ordinary Shares (the Transaction). The Ordinary Shares issued by the Issuer to Hanwha in connection with the Transaction have not been registered with the SEC.

Concurrently with the execution of the 2014 Purchase Agreement, Hanwha and the Issuer entered into a new Shareholder Agreement, which, effective as of the closing of the Transaction on February 6, 2015, replaced the Shareholder Agreement in its entirety. The Amended and Restated Shareholder Agreement is attached hereto as Exhibit 99.11 and incorporated herein by reference (the Amended and Restated Shareholder Agreement). Pursuant to the terms of the Amended and Restated Shareholder Agreement, the parties agreed that, among other things, (i) Hanwha is entitled to certain specified registration rights with respect to potential public offerings of Ordinary Shares or ADSs, (ii) an audit committee of the Issuer will be maintained by the Issuer, (iii) three members of the board of directors of the Issuer will be independent directors, (iv) certain matters relating to the Issuer will require the prior approval of a majority of the independent directors, and (v) there are certain restrictions on the purchase or transfer by Hanwha of securities of the Issuer.

The references to, and descriptions of, the 2014 Purchase Agreement and the Amended and Restated Shareholder Agreement are not intended to be complete and are qualified in their entirety by reference to the 2014 Purchase Agreement, a copy of which is attached as Exhibit 99.10 to the Amendment No. 5, and the Amended and Restated Shareholder Agreement, a copy of which is attached hereto as Exhibit 99.11, and which are incorporated herein by reference.

ITEM 5. Interest in Securities of the Issuer.

The disclosure in Item 5 of the Initial Schedule 13D is hereby amended and restated in its entirety as follows:

(a) As of the date hereof, Hanwha beneficially owns: (i) 3,910,394,778 Ordinary Shares, which includes 6,405,055 Ordinary Shares represented by an aggregate of 1,281,011 ADSs, and (ii) the 20,062,348 Loaned Shares issued to Hanwha pursuant to the Share Lending Agreement, representing approximately 93.6% of all of the issued and outstanding Ordinary Shares. Hanwha is a wholly-owned subsidiary of Hanwha Chemical and Hanwha Chemical may therefore be deemed to be the beneficial owner of the 3,910,394,778 Ordinary Shares owned by Hanwha and the 20,062,348 Loaned Shares issued to Hanwha pursuant to the Share Lending Agreement. Hanwha Corporation together with its affiliates hold approximately 42.67% of the issued and outstanding shares of Hanwha Chemical and Hanwha Corporation may therefore be deemed to be the beneficial owner of the 3,910,394,778 Ordinary Shares owned by Hanwha and the 20,062,348 Loaned Shares issued to Hanwha pursuant to the Share Lending Agreement. Mr. Seung-Youn Kim, a representative director and executive officer of Hanwha Chemical and Hanwha Corporation, together with his affiliates hold approximately 36.04% of the issued and outstanding shares of Hanwha Corporation and Mr. Seung-Youn Kim may therefore be deemed to be the beneficial owner of the 3,910,394,778 Ordinary Shares owned by Hanwha and the 20,062,348 Loaned Shares issued to Hanwha pursuant to the Share Lending Agreement.

For purposes of this Schedule 13D, the Reporting Persons based the number of outstanding Ordinary Shares on an aggregate of 457,394,472 Ordinary Shares issued and outstanding as of December 17, 2014, based on information provided to the Reporting Persons by the Issuer, plus each of the following: (a) the 20,062,348 Loaned Shares issued to Hanwha pursuant to the Share Lending Agreement; (b) 20,070,375 Ordinary Shares (represented by the 4,014,075 Loaned ADSs) issued to the Dealer pursuant to the Dealer Agreement, and (c) the 3,701,145,330 Ordinary Shares issued to Hanwha pursuant to the 2014 Purchase Agreement, for an aggregate total of 4,198,672,525 outstanding Ordinary Shares.

The Issuer stated in the Issuer's Circular that it does not believe that the Ordinary Shares represented by the Loaned ADSs or the Loaned Shares will increase the number of Ordinary Shares considered outstanding for the purpose of calculating beneficial ownership. For purposes of calculating beneficial ownership in the Circular, the Issuer excluded the 4,014,075 Loaned ADSs and the 20,062,348 Loaned Shares from the number of Ordinary Share equivalents deemed outstanding. The Issuer's total outstanding Ordinary Shares as of December 17, 2014 would have been 497,527,195 if the 4,014,075 Loaned ADSs and the 20,062,348 Loaned Shares were included in the calculation of beneficial ownership.

For purposes of reporting its beneficial ownership in this Schedule 13D, the Reporting Persons have assumed that the Loaned Shares are issued, outstanding and beneficially held by the Reporting Persons. If the Reporting Persons excluded the Loaned Shares, they would be deemed to beneficially own 3,910,394,778 Ordinary Shares. Inclusion or exclusion of the Loaned Shares would not materially change the Reporting Persons' beneficial ownership percentage. In the case of exclusion of the Loaned Shares and the Loaned ADSs for purposes of calculating beneficial ownership, the Reporting Persons' beneficial ownership percentage would be approximately 94.0%.

Based on information provided to the Reporting Persons by the Issuer, the Issuer has reserved 585,790 Option Reserve Shares as of December 17, 2014. For purposes of calculating beneficial ownership in the Circular, the Issuer excluded the Option Reserve Shares from the number of Ordinary Share equivalents deemed outstanding and stated that it did not believe that the Option Reserve Shares would increase the number of Ordinary Shares considered outstanding for the purpose of calculating beneficial ownership. Accordingly, the Reporting Persons have excluded the Option Reserve Shares from the number of outstanding Ordinary Shares for purposes of calculating and reporting the Reporting Persons' beneficial ownership in this Schedule 13D. The Issuer's total outstanding Ordinary Shares as of December 17, 2014 would have been 498,112,985 if the 4,014,075 Loaned ADSs, the 20,062,348 Loaned Shares and the 585,790 Option Reserve Shares were included in the calculation of beneficial ownership. Inclusion or exclusion of the Option Reserve Shares would not materially change the Reporting Persons' beneficial ownership percentage. In the case of inclusion of the Option Reserve Shares for purposes of calculating beneficial ownership, the Reporting Persons' beneficial ownership percentage would be approximately 93.6%.

(b) Hanwha Solar Holdings Co., Ltd.:

- (1) Sole Voting Power: 3,930,475,126
- (2) Shared Voting Power: 0
- (3) Sole Dispositive Power: 3,930,475,126

(4) Shared Dispositive Power: 0

Hanwha Chemical Corporation:

- (1) Sole Voting Power: 3,930,475,126
- (2) Shared Voting Power: 0
- (3) Sole Dispositive Power: 3,930,475,126
- (4) Shared Dispositive Power: 0

Hanwha Corporation:

- (1) Sole Voting Power: 3,930,475,126
- (2) Shared Voting Power: 0
- (3) Sole Dispositive Power: 3,930,475,126
- (4) Shared Dispositive Power: 0

Seung-Youn Kim:

- (1) Sole Voting Power: 3,930,475,126
- (2) Shared Voting Power: 0
- (3) Sole Dispositive Power: 3,930,475,126
- (4) Shared Dispositive Power: 0

(c) The information in Item 4 above is incorporated herein by reference.

(d) Not applicable.

(e) Not applicable.

ITEM 7. Material to Be Filed as Exhibits.

The disclosure in Item 7 of the Initial Schedule 13D is hereby amended and restated in its entirety as follows:

Exhibit	Description
Number	Description
Exhibit 99.1*	Joint Filing Agreement, dated as of September 17, 2010, between Hanwha Solar Holdings Co., Ltd., Hanwha Chemical Corporation, Hanwha Corporation and Mr. Seung-Youn Kim.
Exhibit 99.2*	Share Purchase Agreement, dated as of August 3, 2010, by and between Solarfun Power Holdings Co., Ltd. and Hanwha Chemical Corporation.
Exhibit 99.3*	Share Issuance and Repurchase Agreement, dated as of September 16, 2010, by and between Solarfun Power Holdings Co., Ltd. and Hanwha Solar Holdings Co., Ltd.
Exhibit 99.4*	Share Purchase Agreement, dated as of August 3, 2010, by and between Good Energies II LP and Hanwha Chemical Corporation.
Exhibit 99.5*	Share Purchase Agreement, dated as of August 3, 2010, by and between Yonghua Solar Power Investment Holding Ltd. and Hanwha Chemical Corporation.
Exhibit 99.6*	Shareholder Agreement, dated as of September 16, 2010, by and between Solarfun Power Holdings Co., Ltd. and Hanwha Solar Holdings Co., Ltd.
Exhibit 99.7*	Assignment and Assumption Agreement, dated as of September 6, 2010, by and between Hanwha Chemical Corporation and Hanwha Solar Holdings Co., Ltd.
Exhibit 99.8#	Subscription Agreement, dated as of November 9, 2010, by and between Solarfun Power Holdings Co., Ltd. and Hanwha Solar Holdings Co., Ltd.
Exhibit 99.9**	Power of Attorney, dated August 17, 2012, by and between Seung-Youn Kim and Ki-Joon Hong.
Exhibit 99.10	Share Purchase Agreement, dated as of December 8, 2014, by and among Hanwha SolarOne Co., Ltd., Hanwha Solar Holdings Co., Ltd. and Hanwha Q CELLS Investment Co., Ltd.
Exhibit 99.11	Amended and Restated Shareholder Agreement, dated as of December 8, 2014, by and between Hanwha SolarOne Co., Ltd. and Hanwha Solar Holdings Co., Ltd.

* Incorporated by reference to the exhibits to the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on September 23, 2010.

Incorporated by reference to the exhibits to the Schedule 13D/A filed by the Reporting Persons with the Securities and Exchange Commission on December 1, 2010.

** Incorporated by reference to the exhibit to the Schedule 13D/A filed by the Reporting Persons with the Securities and Exchange Commission on August 17, 2012.

Incorporated by reference to the exhibit to the Schedule 13D/A filed by the Reporting Persons with the Securities and Exchange Commission on December 8, 2014.

Filed herewith.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

HANWHA SOLAR HOLDINGS CO., LTD.

/s/ Kyu Dong Choi

Name: Kyu Dong Choi

Title: Director

Dated: February 6, 2015

HANWHA CHEMICAL CORPORATION

/s/ Han-Hong Bang

Name: Han-Hong Bang

Title: Chief Executive Officer

Dated: February 6, 2015

HANWHA CORPORATION

/s/ Kyung-Seob Shim

Name: Kyung-Seob Shim

Title: Chief Executive Officer

Dated: February 6, 2015

/s/ Seung-Youn Kim

SEUNG-YOUN KIM

SCHEDULE B

Directors and Executive Officers of Hanwha Chemical Corporation

Name and Title(s)	Business Address	Present Principal Occupation or Employment	Country of Citizenship
Mr. Han-Hong Bang, Representative Director, President and Chief Executive Officer	Hanwha Chemical Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu Seoul 100-797, Korea	Representative Director, President and Chief Executive Officer of Hanwha Chemical Corporation	Korea
Mr. Jong-Hoon Lim, President & Chief Officer PVC/CA Business Unit of Hanwha Chemical Corporation	Hanwha Chemical Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu Seoul 100-797, Korea	Director, Executive Vice President & Chief Officer Polyolefin Business Unit of Hanwha Chemical Corporation	Korea
Mr. Yung-In Yoo, Senior Vice President & Chief Officer Finance Division Unit	Hanwha Chemical Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu Seoul 100-797, Korea	Senior Vice President & Chief Officer Finance Division Unit of Hanwha Chemical Corporation	Korea
Mr. Young-Hak Kim, Independent Director	Hanwha Chemical Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu Seoul 100-797, Korea	N/A	Korea
Mr. Shi-Woo Rhee, Independent Director	Hanwha Chemical Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu Seoul 100-797, Korea	Professor, Department of Chemical Engineering, POSTEC	Korea
Mr. An-Sik Lim, Independent Director	Hanwha Chemical Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu	Attorney at law, Barun Law, Korea	Korea

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Mr. In-Hyun Chung, Independent Director	Seoul 100-797, Korea Hanwha Chemical Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu	N/A	Korea
Mr. Dong-Suk Han, Independent Director	Seoul 100-797, Korea Hanwha Chemical Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu	Auditor, Samsun Logics Corporation	Korea
Mr. Jin-Gyu Lee, Independent Director	Seoul 100-797, Korea Hanwha Chemical Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu	Professor, the Department of Business Administration, Korea Univ.	Korea
	Seoul 100-797, Korea		

SCHEDULE C
Directors and Executive Officers of Hanwha Corporation

Name and Title	Business Address	Present Principal Occupation or Employment	Country of Citizenship
Mr. Kyung-Seob Shim, Chief Executive Officer	Hanwha Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu Seoul 100-797, Korea	Chief Executive Officer of Hanwha Corporation	Korea
Mr. Jae-Hong Park, Chief Executive Officer	Hanwha Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu Seoul 100-797, Korea	Representative Director, Trade Division of Hanwha Corporation	Korea
Mr. Jung-Ho Choi, Independent Director	Hanwha Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu Seoul 100-797, Korea	Professor, the Department of Business Administration, Sogang Univ.	Korea
Mr. Sun-ho Noh Independent Director	Hanwha Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu Seoul 100-797, Korea	N/A	Korea
Mr. Eui-Don Hwang, Independent Director	Hanwha Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu Seoul 100-797, Korea	Former Army Chief of Staff	Korea
Mr. Seok-Hoon Kang, Independent Director	Hanwha Corporation Hanwha Building, 86 Cheonggyecheon-ro, Jung-gu Seoul 100-797, Korea	Managing Partner, Yulchon Law, Korea	Korea

Mr. Yang-Soo, Choi	Hanwha Corporation	Head of Commercial	Korea
Head of Commercial	Hanwha Building, 86	Explosives Business	
Explosives Business	Cheonggyecheon-ro, Jung-gu	Sector, Explosives Division	
Sector, Explosives		of Hanwha Corporation	
Division	Seoul 100-797, Korea		