

Hanwha Q CELLS Co., Ltd.
Form SC TO-I
March 09, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE TO
Tender Offer Statement under Section 14(d)(1) or Section 13(e)(1)
of the Securities Exchange Act of 1934

Hanwha Q CELLS Co., Ltd.
(Name of Subject Company (issuer))

Hanwha Q CELLS Co., Ltd.
(Names of Filing Persons (offerors))

3.5% Convertible Senior Notes Due 2018
(Title of Class of Securities)

83415UAA6

83415UAB4

(CUSIP Numbers of Class of Securities)

Hanwha Building 9F
86 Cheonggyecheon-ro
Jung-gu, Seoul, Korea 100-797
Tel: +82-2-729-2930

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing persons)

Copies to:

Alan Seem
Shearman & Sterling LLP
Five Palo Alto Square
6th Floor
3000 El Camino Real
Palo Alto, California 94306-2155
United States of America
+1 650 838 3600

CALCULATION OF FILING FEE

Transaction valuation

US\$15,138.54 ⁽¹⁾

Amount of filing fee

US\$116.20 ⁽²⁾

- (1) Calculated solely for purposes of determining the filing fee. The purchase price of the 3.5% Convertible Senior Notes Due 2018 (the Securities), as described herein, is US\$1,009.24 per US\$1,000 principal amount outstanding. As of March 9, 2015, there was US\$15,000 in aggregate principal amount of Securities outstanding, resulting in an aggregate maximum purchase price of US\$15,138.54.
- (2) The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals US\$116.20 for each US\$1,000,000 of the value of the transaction.

- .. Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

- .. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- .. third-party tender offer subject to Rule 14d-1
x issuer tender offer subject to Rule 13e-4
.. going-private transaction subject to Rule 13e-3
.. amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- .. Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
.. Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

INTRODUCTORY STATEMENT

As required by, pursuant to the terms of and subject to the conditions set forth in the indenture, dated as of January 29, 2008, between Hanwha Q CELLS Co., Ltd., a Cayman Islands company (formerly known as Hanwha SolarOne Co., Ltd. or Solarfun Power Holdings Co., Ltd.) (the Company) and The Bank of New York, as trustee (the Trustee), for the Company's 3.5% Convertible Senior Notes Due 2018 (the Securities), this Tender Offer Statement on Schedule TO (Schedule TO) is filed by the Company with respect to the right of each noteholder (the Noteholder) of the Securities to sell and the obligation of the Company to purchase the Securities, as set forth in the Company's Fundamental Change Purchase Notice to the Noteholders, dated March 9, 2015 (the Fundamental Change Purchase Notice), and the related notice materials filed as exhibits to this Schedule TO (which Fundamental Change Purchase Notice and related notice materials, as amended or supplemented from time to time, collectively constitute the Fundamental Change Repurchase Materials).

This Schedule TO is intended to satisfy the disclosure requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended.

ITEMS 1 through 9.

The Company is the issuer of the Securities and is obligated to purchase all of the Securities if properly tendered by the Noteholders under the terms and subject to the conditions set forth in the Fundamental Change Repurchase Materials. The Securities are convertible into the Company's American Depositary Shares (ADSs), each representing five ordinary shares, par value US\$0.0001 per share of the Company, if any, subject to the terms, conditions and adjustments specified in the Indenture and the Securities. The Company maintains its registered and principal executive offices at Hanwha Building 9F, 86 Cheonggyecheon-ro, Jung-gu, Seoul, Korea 100-797, and the telephone number there is +82-2-729-2930. As permitted by General Instruction F to Schedule TO, all of the information set forth in the Fundamental Change Repurchase Materials is incorporated by reference into this Schedule TO.

ITEM 10. FINANCIAL STATEMENTS.

(a) Pursuant to Instruction 2 to Item 10 of Schedule TO, the Company's financial condition is not material to a Noteholder's decision whether to put the Securities to the Company because (i) the consideration being paid to Noteholders surrendering Securities consists solely of cash, (ii) the Fundamental Change Repurchase Materials is not subject to any financing conditions, (iii) the Fundamental Change Repurchase Materials applies to all outstanding Securities, and (iv) the Company is a public reporting company that files reports electronically on EDGAR. The financial condition and results of operations of the Company and its subsidiaries are reported electronically on EDGAR on a consolidated basis.

(b) Not applicable.

ITEM 11. ADDITIONAL INFORMATION.

(a) Not applicable.

(b) Not applicable.

ITEM 12. EXHIBITS.

Edgar Filing: Hanwha Q CELLS Co., Ltd. - Form SC TO-I

- (a)(1) Fundamental Change Purchase Notice to Noteholders of 3.5% Convertible Senior Notes due 2018 Issued by Hanwha Q CELLS Co., Ltd. (formerly known as Hanwha SolarOne Co., Ltd. or Solarfun Power Holdings Co., Ltd.)
- (b) Not applicable.
- (d)(1) Form of Indenture between the Company, as issuer, and The Bank of New York, as trustee, dated as of January 29, 2008 (incorporated by reference from Schedule TO filed with the SEC on December 9, 2014).
- (d)(2) The Share Issuance and Repurchase Agreement between SolarFun Power Holdings Co., Ltd. and Morgan Stanley & Co. International PLC, dated January 23, 2008 (incorporated by reference from Schedule TO filed with the SEC on December 9, 2014).
- (g) Not applicable.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

Not applicable.

SIGNATURE

After due 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.

HANWHA Q CELLS CO., LTD.

By: /s/ Seong Woo Nam

Name: Seong Woo Nam

Title: Chairman and CEO

Dated: March 9, 2015

EXHIBIT INDEX

Exhibit	Description
(a)(1)	Fundamental Change Purchase Notice to Noteholders of 3.5% Convertible Senior Notes due 2018 Issued by Hanwha Q CELLS Co., Ltd. (formerly known as Hanwha SolarOne Co., Ltd. or Solarfun Power Holdings Co., Ltd.)
(b)	Not applicable.
(d)(1)	Form of Indenture between the Company, as issuer, and The Bank of New York, as trustee, dated as of January 29, 2008 (incorporated by reference from Schedule TO filed with the SEC on December 9, 2014).
(d)(2)	The Share Issuance and Repurchase Agreement between SolarFun Power Holdings Co., Ltd. and Morgan Stanley & Co. International PLC, dated January 23, 2008 (incorporated by reference from Schedule TO filed with the SEC on December 9, 2014).
(g)	Not applicable.