

Edgar Filing: Solarfun Power Holdings Co., Ltd. - Form SC 13G/A

Solarfun Power Holdings Co., Ltd.  
Form SC 13G/A  
February 02, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 4)\*

Solarfun Power Holdings Co., Ltd

-----  
(Name of Issuer)

Ordinary Shares, par value US\$0.0001 per share

-----  
(Title of Class of Securities)

83415U-10-8

-----  
(CUSIP Number)

December 31, 2009

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ / Rule 13d-1(b)  
/ / Rule 13d-1(c)  
/X/ Rule 13d-1(d)

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 in the remainder of this cover page shall not be deemed to be "filed" for the 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).

Page 1  
of 10 Pages

SCHEDULE 13G

CUSIP NO. 83415U-10-8

PAGE 2 OF 10 PAGES

-----  
1. Names of Reporting Persons

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Citigroup Venture Capital International Partnership G.P. Limited

2. Check the Appropriate Box if a Member of a Group (SEE INSTRUCTIONS)

(a) / /  
(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization Jersey, Channel Islands

NUMBER OF	5. Sole Voting Power	22,077,675
SHARES		
BENEFICIALLY	6. Shared Voting Power	0
OWNED BY		
EACH	7. Sole Dispositive Power	22,077,675
REPORTING		
PERSON	8. Shared Dispositive Power	0
WITH		

9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,077,675

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (SEE INSTRUCTIONS) / /

11. Percent of Class Represented by Amount in Row (9) 8.2%

12. Type of Reporting Person CO

SCHEDULE 13G

CUSIP NO. 83415U-10-8

PAGE 3 OF 10 PAGES

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1. Names of Reporting Persons

Citigroup Venture Capital International Delaware Corporation

2. Check the Appropriate Box if a Member of a Group (SEE INSTRUCTIONS)

(a) / /

(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

NUMBER OF SHARES	5. Sole Voting Power	22,077,675
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BENEFICIALLY OWNED BY	6. Shared Voting Power	0
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EACH REPORTING	7. Sole Dispositive Power	22,077,675
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PERSON WITH	8. Shared Dispositive Power	0
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9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,077,675

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (SEE INSTRUCTIONS) / /

11. Percent of Class Represented by Amount in Row (9) 8.2%

12. Type of Reporting Person CO

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1. Names of Reporting Persons

Citicorp International Finance Corporation

2. Check the Appropriate Box if a Member of a Group (SEE INSTRUCTIONS)

(a) / /

(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

NUMBER OF	5. Sole Voting Power	22,077,675
SHARES		
BENEFICIALLY	6. Shared Voting Power	0
OWNED BY		
EACH	7. Sole Dispositive Power	22,077,675
REPORTING		
PERSON	8. Shared Dispositive Power	0
WITH		

9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,077,675

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (SEE INSTRUCTIONS) / /

11. Percent of Class Represented by Amount in Row (9) 8.2%

12. Type of Reporting Person CO

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-----  
1. Names of Reporting Persons

Citicorp Banking Corporation  
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2. Check the Appropriate Box if a Member of a Group (SEE INSTRUCTIONS)

(a) / /  
(b) /X/  
-----

3. SEC Use Only  
-----

4. Citizenship or Place of Organization

Delaware  
-----

NUMBER OF	5. Sole Voting Power	22,077,675
SHARES		
BENEFICIALLY	6. Shared Voting Power	0
OWNED BY		
EACH	7. Sole Dispositive Power	22,077,675
REPORTING		
PERSON	8. Shared Dispositive Power	0
WITH		

-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,077,675  
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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (SEE INSTRUCTIONS) / /  
-----

11. Percent of Class Represented by Amount in Row (9) 8.2%  
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12. Type of Reporting Person

CO  
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1. Names of Reporting Persons

Citigroup Inc.

2. Check the Appropriate Box if a Member of a Group (SEE INSTRUCTIONS)

(a) / /

(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

NUMBER OF	5. Sole Voting Power	22,099,445*
SHARES		
BENEFICIALLY	6. Shared Voting Power	0
OWNED BY		
EACH	7. Sole Dispositive Power	22,099,445*
REPORTING		
PERSON	8. Shared Dispositive Power	0
WITH		

9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,099,445\*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (SEE INSTRUCTIONS) / /

11. Percent of Class Represented by Amount in Row (9) 8.2%\*

12. Type of Reporting Person

HC

\* Includes shares held by the other reporting persons.

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- Item 1(a). Name of Issuer:  
Solarfun Power Holdings Co. Ltd.
- Item 1(b). Address of Issuer's Principal Executive Offices:  
666 Linyang Road,  
Qidong, Jiangsu Province, 226200  
People's Republic of China
- Item 2(a). Name of Person Filing:  
Citigroup Venture Capital International Partnership G.P. Limited  
("CVC IPL")  
Citigroup Venture Capital International Delaware Corporation  
("CVC ID")  
Citicorp International Finance Corporation ("CIFC")  
Citicorp Banking Corporation ("CBC")  
Citigroup Inc. ("Citigroup")
- Item 2(b). Address or Principal Business Office:  
The address of the principal office of CVC IPL is:  
26 New Street  
St. Helier  
Jersey, Channel Islands JE4 8PP  
The address of the principal office of CVC ID is:  
c/o The Corporation Trust Company  
1209 Orange Street  
Wilmington, Delaware 19801  
The address of the principal office of each of CIFC and CBC is:  
One Penn's Way  
New Castle, DE 19720  
The address of the principal office of Citigroup is:  
399 Park Avenue  
New York, NY 10043
- Item 2(c). Citizenship or Place of Organization:  
CVC IPL is chartered in Jersey, Channel Islands.  
CVC ID, CIFC, CBC and Citigroup are Delaware corporations.
- Item 2(d). Title of Class of Securities:  
Ordinary Shares, par value US\$0.0001 per share.
- Item 2(e). Cusip Number:  
83415U-10-8

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Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership. (as of December 31, 2009)

- (a) Amount beneficially owned: See item 9 of cover pages
- (b) Percent of Class: See item 11 of cover pages
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:
  - (ii) Shared power to vote or to direct the vote:
  - (iii) Sole power to dispose or to direct the disposition of:
  - (iv) Shared power to dispose or to direct the disposition of:

See Items 5-8 of cover pages

Page 8  
of 10 Pages

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the



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following [ ].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

CVCID is the sole shareholder of CVC IPL. CIFC is the sole shareholder of CVCID. CBC is the sole shareholder of CIFC. Citigroup is the sole shareholder of CBC.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Page 9  
of 10 Pages

Item 10. Certification.

Not Applicable.

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 1, 2010

CITIGROUP VENTURE CAPITAL INTERNATIONAL PARTNERSHIP G.P. LIMITED

By: /s/ Alfred Rodrigues

-----  
Name: Alfred Rodrigues  
Title: Alternate Director

CITIGROUP VENTURE CAPITAL INTERNATIONAL DELAWARE CORPORATION

By: /s/ Alfred Rodrigues

-----  
Name: Alfred Rodrigues  
Title: Director

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CITICORP INTERNATIONAL FINANCE CORPORATION

By: /s/ William H. Wolf

-----  
Name: William H. Wolf  
Title: Vice President

CITICORP BANKING CORPORATION

By: /s/ William H. Wolf

-----  
Name: William H. Wolf  
Title: Senior Vice President

CITIGROUP INC.

By: /s/ Ali L. Karshan

-----  
Name: Ali L. Karshan  
Title: Assistant Secretary

Page 10  
of 10 Pages

EXHIBIT INDEX TO SCHEDULE 13G

EXHIBIT 1

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Agreement among CVC IPL, CVC ID, CIFC, CBC and Citigroup as to joint filing of  
Schedule 13G