

NF Energy Saving Corp  
Form 8-K/A  
March 02, 2011

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

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FORM 8-K/A  
(Amendment No. 3)

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

Date of Report (Date of earliest event reported): February 24, 2010

NF ENERGY SAVING  
CORPORATION  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

000-50155  
(Commission File Number)

02-0563302  
(IRS Employer  
Identification No.)

Room 3105, Block C, 390 Qingnian Avenue, HePing District  
Shenyang, P.R. China  
(Address of Principal Executive Offices)

110021  
(Zip Code)

Registrant's telephone number, including area code: (8624) 8563-1159

(Former Name or Former Address, if Changed Since Last  
Report)

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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 (see General Instruction A.2. below):

- .. 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))



Item 3.02. Unregistered Sales of Equity Securities

As previously reported, on February 24, 2010 and March 4, 2010, NF Energy Saving Corporation (the “Company”) sold, through a private placement to two accredited investors, convertible promissory notes (the “Notes”) in the aggregate principal amount of \$960,000 and warrants to purchase 160,000 (64,000 post reverse stock split) shares of the Company’s common stock (the “Warrants”).

The maturity date of each Note has been extended, as of February 24, 2011, to February 24, 2012. Furthermore, the investors have relinquished all of their claims in and to the Warrants and the shares of common stock underlying the Warrants.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NF ENERGY SAVING CORPORATION

Date: March 2, 2011

By: /s/ Gang Li  
Gang Li,  
President and Chief Executive Officer

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