

SMARTHEAT INC.  
Form 8-K  
September 22, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): September 22, 2009**

**SMARTHEAT INC.**

(Exact Name of Registrant as Specified in Charter)

**Nevada**  
(State or other jurisdiction

of incorporation)

**000-53052**  
(Commission File Number)

**98 -0514768**  
(IRS Employer

Identification No.)

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A-1, 10, Street 7

Shenyang Economic and Technological Development Zone

Shenyang, China  
(Address of principal executive offices)

110027  
(Zip Code)

Registrant's telephone number, including area code: +86 (24) 2519-7699

(Former name or former address, if changed since last report)

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 DFR 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 8.01 Other Events.**

On September 22, 2009, the Company issued a press release announcing the closing of its public offering of 8,333,000 shares of its common stock, which includes 1,086,913 shares sold as a result of the underwriters' exercise of their over-allotment option in full at closing. After underwriting discounts and commissions and offering expenses, the Company received net proceeds of US \$69,507,210.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit</b> | <b>Description</b>                     |
|----------------|--|
| Exhibit 99.1   | Press release dated September 22, 2009 |

**SIGNATURE**

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.

Dated: September 22, 2009

**SMARTHEAT INC.**

By: /s/ Jun Wang

Name: Jun Wang

Title: Chairman & Chief Executive Officer