

JA Solar Holdings Co., Ltd.
Form SC 13G
January 04, 2018

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

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED**

**PURSUANT TO RULE 13d-2(b)
(Amendment No.)**

JA Solar Holdings Co.

(Name of Issuer)

Ordinary Shares, par value US \$0.0001 per share

(Title of Class of Securities)

46609206

(CUSIP Number)

December 27, 2017

(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)
- ☐ Rule 13d-1(d)

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).

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1 Name of Reporting Person
Senrigan Capital Group Limited

2 Check the Appropriate Box if a Member of a Group

(a) ☒ x

(b) ☐ o

3 SEC Use Only

4 Citizenship or Place of Organization
Hong Kong

5 Sole Voting Power
- 0 -

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6 Shared Voting Power
12,689,105

7 Sole Dispositive Power
- 0 -

8 Shared Dispositive Power
12,689,105

9 Aggregate Amount Beneficially Owned by Each Reporting Person
12,689,105

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares ☐ o

11 Percent of Class Represented by Amount in Row (9)
5.3

12 Type of Reporting Person
CO

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1 Name of Reporting Person
Senrigan Capital Management Limited

2 Check the Appropriate Box if a Member of a Group

(a) ☒ x

(b) ☐ o

3 SEC Use Only

4 Citizenship or Place of Organization
Cayman Islands

5 Sole Voting Power
- 0 -

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6 Shared Voting Power
12,689,105

7 Sole Dispositive Power
- 0 -

8 Shared Dispositive Power
12,689,105

9 Aggregate Amount Beneficially Owned by Each Reporting Person
12,689,105

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares ☐ o

11 Percent of Class Represented by Amount in Row (9)
5.3

12 Type of Reporting Person
CO

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1 Name of Reporting Person
Senrigan Master Fund

2 Check the Appropriate Box if a Member of a Group

(a) ☒ x

(b) ☐ o

3 SEC Use Only

4 Citizenship or Place of Organization
Cayman Islands

5 Sole Voting Power
- 0 -

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6 Shared Voting Power
12,689,105

7 Sole Dispositive Power
- 0 -

8 Shared Dispositive Power
12,689,105

9 Aggregate Amount Beneficially Owned by Each Reporting Person
12,689,105

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares ☐ o

11 Percent of Class Represented by Amount in Row (9)
5.3

12 Type of Reporting Person
CO

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1 Name of Reporting Person
Nick Taylor

2 Check the Appropriate Box if a Member of a Group

(a) ☒ x

(b) ☐ o

3 SEC Use Only

4 Citizenship or Place of Organization
United Kingdom

5 Sole Voting Power
- 0 -

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6 Shared Voting Power
12,689,105

7 Sole Dispositive Power
- 0 -

8 Shared Dispositive Power
12,689,105

9 Aggregate Amount Beneficially Owned by Each Reporting Person
12,689,105

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares ☐ o

11 Percent of Class Represented by Amount in Row (9)
5.3

12 Type of Reporting Person
IN

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Item 1(a).

Name of Issuer:

JA Solar Holdings Co., Ltd.

Item 1(b).

Address of Issuer's Principal Executive Offices:

JA Solar Holdings Co., Ltd.

Building No. 8, Noble Center, Automobile Museum

East Road,

Fengtai, Beijing 100070

People's Republic of China

Item 2(a).

Name of Person Filing:

This statement is filed by Senrigan Capital Group Limited, a Hong Kong private company (Senrigan Capital), Senrigan Capital Management Limited (SCM), Senrigan Master Fund (Master Fund), Lamma Fund, Lantau Fund, and Nick Taylor, each with respect to the Issuer's ordinary shares, as represented by American depository shares (Shares) directly owned by the Master Fund. Each of the foregoing is referred to as a Reporting Person and collectively as the Reporting Persons.

Item 2(b).

Nick Taylor is the majority owner of SCM. By virtue of this relationship, Mr. Taylor may be deemed to beneficially own the Shares owned directly by the Master Fund.

Address of Principal Business Office or, if none, Residence:

The principal business address of each of Senrigan Capital and Mr. Taylor is 11th Floor, LHT Tower, 31-31A Queen's Road Central, Central, Hong Kong.

The principal business address of SCM and the Master Fund are PO Box 309, Ugland House, Grand Cayman, KY-1104, Cayman Islands.

Item 2(c).

The principal business address for Lamma Fund and Lantau Fund are Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands.

Citizenship:

Senrigan Capital is organized under the laws of Hong Kong. The Master Fund, Lamma Fund and Lantau Fund are organized under the laws of the Cayman Islands. Mr. Taylor is a citizen of the United Kingdom.

Item 2(d).

Title of Class of Securities:

Ordinary shares (as represented by American depository shares), US \$0.0001 par value per share. All percentages referenced in this SCH 13G reference the 237,923,600 issued and outstanding ordinary shares, including shares underlying American depository shares, as disclosed by the Company in its most recent Form 6-K.

Item 2(e).

CUSIP Number:

466090206

Item 3.

If this statement is filed pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- | | | |
|-----|----------------|--|
| o | Not Applicable | |
| (a) | o | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | o | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |

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- | | | |
|-----|----------------------------------|---|
| (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) | ☐ | Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E). |
| (f) | ☐ | Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F). |
| (g) | ☐ | Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G). |
| (h) | ☐ | Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). |
| (i) | ☐ | Church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3). |
| (j) | ☒ | Non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J). |
| (k) | ☐ | Group, in accordance with Section 240.13d-1(b)(1)(ii)(J). |

Item 4. Ownership.

All ownership information reported in this Item 4 is as of the close of business on December 31, 2017.

Senrigan Capital

- (a) Amount beneficially owned:
 - 12,689,105 Shares*
- (b) Percent of class:
 - 5.3
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote
 - 0 Shares
 - (ii) Shared power to vote or to direct the vote
 - 12,689,105 Shares*
 - (iii) Sole power to dispose or to direct the disposition of
 - 0 Shares
 - (iv) Shared power to dispose or to direct the disposition of
 - 12,689,105 Shares*

SCM

- (a) Amount beneficially owned:
 - 12,689,105 Shares*
- (b) Percent of class:
 - 5.3
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote
 - 0 Shares
 - (ii) Shared power to vote or to direct the vote
 - 12,689,105 Shares*
 - (iii) Sole power to dispose or to direct the disposition of
 - 0 Shares
 - (iv) Shared power to dispose or to direct the disposition of
 - 12,689,105 Shares*

Master Fund

- (a) Amount beneficially owned:
 - 12,689,105 Shares
- (b) Percent of class:
 - 5.3

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(c) Number of shares as to which such person has:

- | | |
|-------|---|
| (i) | Sole power to vote or to direct the vote |
| | 0 Shares |
| (ii) | Shared power to vote or to direct the vote |
| | 12,689,105 Shares |
| (iii) | Sole power to dispose or to direct the disposition of |
| | 0 Shares |
| (iv) | Shared power to dispose or to direct the disposition of |
| | 12,689,105 Shares |

Mr. Taylor

(a) Amount beneficially owned:

12,689,105 Shares*

(b) Percent of class:

5.3

(c) Number of shares as to which such person has:

- | | |
|-------|---|
| (i) | Sole power to vote or to direct the vote |
| | 0 Shares |
| (ii) | Shared power to vote or to direct the vote |
| | 12,689,105 Shares* |
| (iii) | Sole power to dispose or to direct the disposition of |
| | 0 Shares |
| (iv) | Shared power to dispose or to direct the disposition of |
| | 12,689,105 Shares* |

* Consists of the Shares owned directly by the Master Fund, the Lamma Fund and the Lantau Fund.

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 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 or Control Person.

Not Applicable.

Item 8.

Identification and Classification of Members of the Group.

See Exhibit 99.1.

Item 9.

Notice of Dissolution of Group.

Not Applicable.

Item 10.

Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to Hong Kong registered Type 9 (asset management) license holders is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 1, 2018

Senrigan Capital Group Limited

By:	/s/ Chris Nash	
	Name:	Chris Nash
	Title:	Chief Operating Officer

Senrigan Master Fund

/s/ Nick Taylor
By: Nick Taylor
Director

Senrigan Capital Management Limited

/s/ Nick Taylor
Nick Taylor
Director

/s/ Nick Taylor
Nick Taylor