

Han Jie
Form 4
July 07, 2011

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Han Jie

(Last) (First) (Middle)

NO. 9 DALIAN N RD, HARBIN
DEV ZONE,, HAPING ROAD
CENTRALIZED INDUSTRIAL
PARK

(Street)

HEILONGJIANG
PROVINCE, F4 150060

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

China XD Plastics Co Ltd [CXDC]

3. Date of Earliest Transaction
(Month/Day/Year)

07/05/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock of par value US\$0.0001	08/26/2009		A	8,127,533	A <u>(1)</u> 8,127,533	D	
Common Stock of par value US\$0.0001	07/05/2011		A	24,382,598	A <u>(2)</u> 32,510,131	I	Through 100% ownership of XDE
	07/05/2011		A	1,000,000	A <u>(3)</u> 33,510,131	I	

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Series B
Preferred
Stock of
par value
US\$0.0001

Through
100%
ownership
of XDE

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Han Jie NO. 9 DALIAN N RD, HARBIN DEV ZONE, HAPING ROAD CENTRALIZED INDUSTRIAL PARK HEILONGJIANG PROVINCE, F4 150060	X	X	Chief Executive Officer	

Signatures

/s/ Jie HAN

07/05/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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Shares were issued pursuant to an option agreement (the "Option Agreement") entered into on May 16, 2008 by and between Jie HAN and Qiuyao PIAO, the then sole shareholder of XD Engineering Plastics Company Ltd. ("XDE"), whereby upon the achievement of certain performance targets, Jie HAN has the right to exercise an option to receive certain shares. On August 26, 2009, based on the achievement of the performance target for fiscal year 2008 pursuant to the Option Agreement, Jie HAN exercised his option and received 8,127,533 shares of common stock of China XD Plastics Company Limited (the "Issuer") transferred from XDE and 25% equity stake in XDE.

- (2) Jie HAN further exercised his option to purchase the remaining 75% equity stake in XDE on July 5, 2011 based on the satisfaction of performance targets for both fiscal year 2009 and fiscal year 2010 pursuant to the Option Agreement. As a result, Jie HAN became the sole shareholder of XDE and the beneficial owner of 24,382,598 shares of Common Stock of the Issuer held by XDE.

- (3) Jie HAN became the beneficial owner of 1,000,000 Series B Preferred Stock of the Issuer held by XDE through its sole ownership of XDE. The Series B Preferred Stock is not convertible and has an aggregate voting power of 40% of the combined voting power of all of the Issuer's shares, for as long as the Issuer is in existence.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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