

China Biologic Products Holdings, Inc.
Form SC 13D/A
September 24, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

China Biologic Products Holdings, Inc.

(Name of Issuer)

Ordinary Shares, Par Value \$0.0001

(Title of Class of Securities)

G21515104

(CUSIP Number)

Jiang Liwei

PW Medtech Group Limited

1002–1003, Block C, Focus Square

No. 6 Futong East Avenue

Wangjing, Chaoyang District, Beijing

People's Republic of China

+86 10 8478 3617

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 21, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 1(f) or 1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

SCHEDULE 13D

CUSIP No. **G21515104**

Names of Reporting Persons.

1. PW Medtech Group Limited

Check the Appropriate Box if a
Member of a Group (See
Instructions).

2. (a) " (b) "

SEC Use Only

- 3.

Source of Funds (See Instructions)

4. BK

Check if Disclosure of Legal
Proceedings Is Required Pursuant
to Items 2(d) or 2(e)

5. ..

6. Citizenship or Place of
Organization

Cayman Islands

Sole Voting Power

7.
Number of 0

Shares

Shared Voting Power

Beneficially

Owned by 8.
6,321,000 ordinary shares

Each

Reporting Sole Dispositive Power

Person

9.

With 0

Shared Dispositive Power

10.

6,321,000 ordinary shares

Aggregate Amount Beneficially
Owned by Each Reporting Person

11.

6,321,000 ordinary shares

Check if the Aggregate Amount in
Row (11) Excludes Certain Shares
(See Instructions)

12.

..

13. Percent of Class Represented by
Amount in Row (11)

16.08%⁽¹⁾

Type of Reporting Person (See
Instructions)

14.

CO

(1) Percentage calculated based on 39,315,291 Ordinary Shares issued and outstanding as of September 21, 2018 as provided in the Issuer's Form 6-Ks filed on August 27, 2018, September 4, 2018 and September 21, 2018.

CUSIP No. **G21515104**

Names of Reporting Persons.

1.

Cross Mark Limited

Check the Appropriate Box if a
Member of a Group (See
Instructions).

2.

(a) " (b) "

SEC Use Only

3.

Source of Funds (See Instructions)

4.

OO

Check if Disclosure of Legal
Proceedings Is Required Pursuant
to Items 2(d) or 2(e)

5.

..

Citizenship or Place of
Organization

6.

British Virgin Islands

Sole Voting Power

7.
 Number of 0
 Shares
 Beneficially
 Owned by 8.
 2,204,133 ordinary shares
 Each
 Reporting Sole Dispositive Power
 Person
 With 9.
 0

Shared Dispositive Power

10.
 2,204,133 ordinary shares

Aggregate Amount Beneficially
 Owned by Each Reporting Person

11.
 2,204,133 ordinary shares

Check if the Aggregate Amount in
 Row (11) Excludes Certain Shares
 (See Instructions)

12.
 ..

13. Percent of Class Represented by
 Amount in Row (11)

5.61%⁽¹⁾

Type of Reporting Person (See
Instructions)

14.

CO

(1) Percentage calculated based on 39,315,291 Ordinary Shares issued and outstanding as of September 21, 2018 as provided in the Issuer's Form 6-Ks filed on August 27, 2018, September 4, 2018 and September 21, 2018.

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CUSIP No. **G21515104**

Names of Reporting Persons.

1. Liu Yufeng

Check the Appropriate Box if a
Member of a Group (See
Instructions).

2. (a) " (b) "

SEC Use Only

3.

Source of Funds (See Instructions)

4. OO

Check if Disclosure of Legal
Proceedings Is Required Pursuant
to Items 2(d) or 2(e)

5. ..

6. Citizenship or Place of
Organization

New Zealand

Sole Voting Power

7.
Number of 0
Shares
Beneficially
Owned by 8.
2,204,133 ordinary shares
Each
Reporting Sole Dispositive Power
Person
9.
With 0

Shared Dispositive Power

10.
2,204,133 ordinary shares

Aggregate Amount Beneficially
Owned by Each Reporting Person

11.
2,204,133 ordinary shares

Check if the Aggregate Amount in
Row (11) Excludes Certain Shares
(See Instructions)

12.
..

13. Percent of Class Represented by
Amount in Row (11)

5.61%⁽¹⁾

Type of Reporting Person (See
Instructions)

14.

IN

(1) Percentage calculated based on 39,315,291 Ordinary Shares issued and outstanding as of September 21, 2018 as provided in the Issuer's Form 6-Ks filed on August 27, 2018, September 4, 2018 and September 21, 2018.

Introduction

This Amendment No.2 to Schedule 13D (this “Amendment No.2”) amends and supplements the statement on Schedule 13D filed with the U.S. Securities and Exchange Commission (the “Commission”) on January 10, 2018 (the “Original Schedule 13D”) and the Schedule 13D/A filed on August 24, 2018, as amended and supplemented by this Amendment No.2, the “Schedule 13D”) by each of PW Medtech Group Limited, Cross Mark Limited, and Ms. Liu Yufeng (the “Reporting Persons”) and relates to the ordinary shares, par value \$0.0001 per share (the “Ordinary Shares”) of China Biologic Products Holdings, Inc., an exempted company incorporated with limited liability under the laws of the Cayman Islands (the “Issuer”).

This Amendment No.2 is being filed to report the completion of the transactions as contemplated under the Share Purchase Agreement and a margin loan agreement dated September 20, 2018 (the “Margin Loan Agreement”), entered into between PWM, Morgan Stanley Bank, N.A. and Morgan Stanley & Co. International plc.

Except as provided herein, this Amendment No.2 does not modify any of the information previously reported on the Original Schedule 13D, as amended. Capitalized terms used but not defined in this Amendment No.2 have the means ascribed to them in the Original Schedule 13D, as amended.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby supplemented by inserting the following after the last paragraph thereof:

On September 20, 2018, PWM entered into the Margin Loan Agreement with Morgan Stanley Bank, N.A. as the lender (the “Lender”) and Morgan Stanley & Co. International plc as the calculation agent (the “Agent”), pursuant to which the Lender agreed to make a loan to PWM in an amount of US\$82,720,000, for the purpose of obtaining the funds used to acquire the Additional CBPO Shares under the Share Purchase Agreement. On September 20, 2018, PWM drew down an amount of US\$82,720,000 under the Margin Loan Agreement to finance the acquisition of the Additional CBPO Shares.

To secure the loan under the Margin Loan Agreement, on September 20, 2018, PWM as the chargor, and the Agent as the security agent entered into the debenture (the “Debenture”), pursuant to which PWM charges, among others, 3,162,854 CBPO Shares in favour of the Agent as continuing security for the full payment and discharge of its obligations under the Margin Loan Agreements.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented by inserting the following paragraph before the last paragraph thereof:

Margin Loan Agreement

On September 20, 2018, PWM, the Lender and the Agent entered into the Margin Loan Agreement, pursuant to which the Lender agreed to make a loan to PWM in an amount of US\$82,720,000.

Debenture

On September 20, 2018, PWM as the chargor, and the Agent as the security agent entered into the Debenture, pursuant to which PWM charges, among others, 3,162,854 CBPO Shares in favour of the Agent as continuing security for the full payment and discharge of its obligations under the Margin Loan Agreements.

Item 7. Materials to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and restated in its entirety as follows:

- | | |
|--------------|---|
| Exhibit
1 | Joint Filing Agreement dated January 10, 2018 by the Reporting Persons (incorporated by reference to Exhibit 1 of the Original Schedule 13D filed by the Reporting Persons on January 10, 2018) |
| Exhibit
2 | Share Exchange Agreement by and between the Issuer and PWM dated October 12, 2017 (incorporated by reference to Exhibit 99.2 to the Form 6-K filed with the U.S. Securities and Exchange Commission by the Issuer on October 13, 2017) |
| Exhibit
3 | Amendment No. 1 to the Share Exchange Agreement, dated as of December 29, 2017, by and between the Issuer and PWM (incorporated by reference to Exhibit 99.1 to the Form 6-K filed with the U.S. Securities and Exchange Commission by the Issuer on December 29, 2017) |

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Exhibit
4 Investor Rights Agreement by and between the Issuer and PWM dated January 1, 2018 (incorporated by reference to Exhibit 99.2 to the Form 6-K filed with the U.S. Securities and Exchange Commission by the Issuer on January 3, 2018)

Exhibit
5 Share Purchase Agreement by and between the Issuer and PWM dated August 24, 2018 (incorporated by reference to Exhibit 99.4 to the Form 6-K filed with the U.S. Securities and Exchange Commission by the Issuer on August 27, 2018)

Exhibit
6* Margin Loan Agreement by and between PWM, Morgan Stanley Bank, N.A. and Morgan Stanley & Co. International plc dated September 20, 2018

*Filed herewith

SIGNATURES

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.

Date: September 24, 2018

PW MEDTECH GROUP LIMITED

By:/s/ Jiang Liwei

Name: Jiang Liwei

Title: Executive Director and Chief Executive Officer

CROSS MARK LIMITED

By:/s/ Liu Yufeng

Name: Liu Yufeng

Title: Director

LIU YUFENG

By:/s/ Liu Yufeng