

DAQO NEW ENERGY CORP.

Form 20-F/A

May 14, 2013

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

FORM 20-F/A

(Amendment No. 1)

(Mark One)

**£ REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

**£ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2012.**

**OR**

£ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

**OR**

£ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

**Date of event requiring this shell company report**

**For the transition period from to**

**Commission file number: 001-34784**

DAQO NEW ENERGY CORP.

**(Exact name of Registrant as specified in its charter)**

N/A

**(Translation of Registrant's name into English)**

**Cayman Islands**

**(Jurisdiction of incorporation or organization)**

**666 Longdu Avenue**

**Wanzhou, Chongqing F4 404000**

**The People's Republic of China**

**(Address of principal executive offices)**

**Bing Sun, Chief Financial Officer**

**Tel: +(86 23) 6486 6666**

**Fax: +(86 23) 6486 6688**

**666 Longdu Avenue**

**Wanzhou, Chongqing F4 404000**

**The People's Republic of China**

**(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)**

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Name of exchange on which registered</b>
<b>American depositary shares, each representing 25 ordinary shares*</b>	<b>New York Stock Exchange</b>
<b>Ordinary shares, par value US\$0.0001 per share**</b>	

\* Effective December 21, 2012, the ratio of ADSs to our ordinary shares was changed from one ADS representing five ordinary shares to one ADS representing 25 ordinary shares.

\*\* Not for trading, but only in connection with the listing on New York Stock Exchange of the American depositary shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None  
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None  
(Title of Class)

Indicate the number of outstanding shares of each of the Issuer's classes of capital or common stock as of the close of the period covered by the annual report. 172,877,433 ordinary shares, par value \$0.0001 per share, as of December 31, 2012.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

US GAAP ☒ International Financial Reporting Standards as issued by the International Accounting Standards Board ☐ Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☐ No ☐

## EXPLANATORY NOTE

This Amendment No. 1 (“Amendment No. 1”) to our annual report on Form 20-F for the year ended December 31, 2012, originally filed with the Securities and Exchange Commission on April 23, 2013 (the “2012 Form 20-F”), is being filed solely for the purposes of furnishing Interactive Data File disclosure as Exhibit 101 in accordance with Rule 405 of Regulation S-T. This Exhibit was not previously filed.

This Amendment No. 1 speaks as of the filing date of the 2012 Form 20-F on April 23, 2013. Other than as set forth above, this Amendment No. 1 does not, and does not purport to, amend, update or restate any other information or disclosure included in the 2012 Form 20-F or reflect any events that have occurred since April 23, 2013.

<b>ITEM</b>	<b>1.</b>
<b>ITEM</b>	<b>2.</b>
<b>ITEM</b>	<b>3.</b>
<b>ITEM</b>	<b>4.</b>
<b>ITEM</b>	<b>5.</b>
<b>ITEM</b>	<b>6.</b>
<b>ITEM</b>	<b>7.</b>
<b>ITEM</b>	<b>8.</b>
<b>ITEM</b>	<b>9.</b>
<b>ITEM</b>	<b>10.</b>
<b>ITEM</b>	<b>11.</b>

**ITEM 12.**

**ITEM 13.**

**ITEM 14.**

**ITEM 15.**

**ITEM 16.**

**ITEM 17.**

**ITEM 18.**

**ITEM 19. EXHIBITS**

**Exhibit Number Description of Document**

101.INS\* XBRL Instance Document

101.SCH\* XBRL Taxonomy Extension Schema Document

101.CAL\* XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF\* XBRL Taxonomy Extension Definition Linkbase Document

101.LAB\* XBRL Taxonomy Extension Label Linkbase Document

101.PRE\* XBRL Taxonomy Extension Presentation Linkbase Document

Furnished with this Amendment No. 1 to the Annual Report on Form 20-F. XBRL (eXtensible Business Reporting \*Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

## SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing its annual report on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to its annual report on its behalf.

Daqo New Energy Corp.

By: /s/ Gongda Yao

Name: Gongda Yao

Title: Chief Executive Officer

Date: May 15, 2013