

Canadian Solar Inc.
Form SC TO-I/A
June 05, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**Amendment No. 1
to
SCHEDULE TO
(Rule 14d-100)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

CANADIAN SOLAR INC.
(Name of Subject Company (Issuer))

CANADIAN SOLAR INC.
(Names of Filing Person (Offeror))
6.0% Convertible Senior Notes due 2017
(Title of Class of Securities)
136635 AA 7 and 136635 AB 5
(CUSIP Number of Class of Securities)

Shawn Qu
President and Chief Executive Officer
No. 199 Lushan Road
Suzhou New District
Suzhou, Jiangsu 215129
People's Republic of China
(86-512) 6690-8088
(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of the Filing Persons)

COPIES TO:
David T. Zhang, Esq.
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CALCULATION OF FILING FEE

Transaction Valuation
\$153,100,694 (1)

Amount of Filing Fee
\$6,017 (2)

(1) Estimated solely
for the purpose

of determining
the filing fee.

The amount
assumes
conversion of
all outstanding
\$75,000,000
6.0%

Convertible
Senior Notes
due 2017 and
the receipt by
noteholders of
an aggregate
50.6073 shares
per \$1,000
principal
amount of notes
plus additional
consideration of
\$117.00 per
\$1,000 principal
amount of notes
receivable in
shares. The
market value of
the 50.6073
shares per
\$1,000 principal
amount of notes
is estimated
based on the
average of the
high and low
prices of the
shares reported
on the Nasdaq
Global Market
on May 23,
2008.

- (2) The amount of
the filing fee
was calculated
at a rate of
\$39.30 per
\$1,000,000 of
the transaction
value. The filing
fee was
previously paid

with the
Schedule TO
filed on May 27,
2008.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$6,017
Form or Registration No.: Schedule TO-I

Filing Party: Canadian Solar Inc.
Date Filed: May 27, 2008

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4
- going-private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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INTRODUCTORY STATEMENT

SIGNATURE

EXHIBIT INDEX

Exhibit (a)(5)(ii) Notice to holders of Convertible Notes dated June 5, 2008

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INTRODUCTORY STATEMENT

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the SEC) on May 27, 2008 (the Schedule TO) by Canadian Solar Inc., a corporation organized under the laws of Canada (the Company), relating to the offer by the Company to increase the conversion rate upon the conversion of any and all of its outstanding 6.0% Convertible Senior Notes due 2017 (the Convertible Notes) into its common shares, to disseminate information regarding the financial statements included in our annual report on form 20-F for the fiscal year ended December 31, 2007, filed with the SEC after the commencement of the conversion offer.

ITEM 10. FINANCIAL STATEMENTS.

(a) *Financial Information.* The financial information set forth in the Company's annual report on Form 20-F for the fiscal year ended December 31, 2007, as filed with the SEC on June 3, 2008, is incorporated herein by reference.

(b) Item 10 of the Schedule TO is hereby amended and supplemented by adding the following as a third bullet under the heading "Incorporation of Certain Documents by Reference" of the conversion offer memorandum:

Our annual report on Form 20-F for the fiscal year ended December 31, 2007, filed with the SEC on June 3, 2008.

(b) Item 10 of the Schedule TO is hereby further amended and supplemented by deleting the . . . at the end of the second bullet point and replacing it with ; and under the heading "Incorporation of Certain Documents by Reference" of the conversion offer memorandum.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented by the addition of Exhibit (a)(5)(ii) and, as so amended, is restated as follows:

(a)(1)(i) Conversion Offer Memorandum, dated May 27, 2008.*

(a)(1)(ii) Letter of Transmittal.*

(a)(1)(iii) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*

(a)(1)(iv) Letter to Clients.*

(a)(1)(v) Form W-9 and Instructions thereto.*

(a)(5)(i) Press Release, dated May 27, 2008.*

(a)(5)(ii) Notice to holders of Convertible Notes dated June 5, 2008.

(d)(1) Indenture dated December 10, 2007, between the Company and The Bank of New York, as trustee (incorporated herein by reference to Exhibit 4.2 to the Company's Registration Statement on Form F-3, as amended, initially filed with the SEC on March 3, 2008 (No. 333-149497)).*

(d)(2) Registration Rights Agreement dated December 10, 2007 between the Company and Piper Jaffray & Co., as initial purchaser (incorporated herein by reference to Exhibit 4.4 to the Company's Registration Statement on Form F-3, as amended, initially filed with the SEC on March 3, 2008 (No. 333-149497)).*

* Previously filed with the Schedule TO on May 27, 2008.

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SIGNATURE

After due 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.

CANADIAN SOLAR INC.

By: /s/ Shawn (Xiaohua) Qu
Name: Shawn (Xiaohua) Qu
Title: Chairman, President and
Chief Executive Officer

Dated: June 5, 2008

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
(a)(1)(i)	Conversion Offer Memorandum, dated May 27, 2008.*
(a)(1)(ii)	Letter of Transmittal.*
(a)(1)(iii)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(iv)	Letter to Clients.*
(a)(1)(v)	Form W-9 and Instructions thereto.*
(a)(5)(i)	Press Release, dated May 27, 2008.*
(a)(5)(ii)	Notice to holders of Convertible Notes dated June 5, 2008.
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