

SMARTHEAT INC.
Form 5
May 28, 2014

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Northtech Holdings Inc.

(Last) (First) (Middle)

MILL MALL 6 WICKHAMS
CAY1, P. O. BOX 3085 ROAD
TOWN

(Street)

TORTOLA, D8 VG1110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SMARTHEAT INC. [HEAT]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

__X__ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 (1)	08/23/2013	^	A	100,000 A	\$ 0 (1) 1,400,000	D	^
Common Stock, par value \$0.001 (2)	08/23/2013	^	A	200,000 A	\$ 0.5 1,600,000	D	^

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Common Stock, par value \$0.001 ⁽³⁾ 09/17/2013 Â A 100,000 A \$ 0 ⁽³⁾ 1,700,000 D Â

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

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SEC 2270 (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. of D Se B O E Is F (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Northtech Holdings Inc.
MILL MALL 6 WICKHAMS CAY1
P. O. BOX 3085 ROAD TOWN
TORTOLA, D8 VG1110

Â Â X Â Â

Signatures

/s/ Xudong Wang, Director, On behalf of Northtech Holdings Inc.

05/28/2014

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).

On August 23, 2013, the Issuer entered into the August 2013 Amendment to the Credit Facility dated July 27, 2012, as amended on December 21, 2012. The Issuer issued 100,000 restricted shares of the Issuer's common stock to the Reporting Person as an amendment fee.

(2) On August 23, 2013, the Issuer entered into an Assignment and Assumption Agreement with the Reporting Person whereby the Reporting Person agreed to assume a \$100,000 obligation of the Company in exchange for 200,000 restricted shares of the Company's common

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stock.

- (3) On September 17, 2013, the Reporting Person, in exchange for 100,000 shares of the Issuer's common stock, consented to a stalking horse proposal, upon the request of the Issuer, to sell certain assets of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.