

Edgar Filing: Solarfun Power Holdings Co., Ltd. - Form SC 13G/A

Solarfun Power Holdings Co., Ltd.
Form SC 13G/A
February 14, 2008

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

Solarfun Power Holdings Co., Ltd

(Name of Issuer)

Ordinary Shares, par value US\$0.0001 per share

(Title of Class of Securities)

83415U108

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ / Rule 13d-1(b)
/ / Rule 13d-1(c)
/X/ Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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).

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1. Names of Reporting Persons

Citigroup Venture Capital International Growth Partnership, L.P.

2. Check the Appropriate Box if a Member of a Group (SEE INSTRUCTIONS)

(a) / /

(b) / /

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

NUMBER OF 5. Sole Voting Power 21,409,367
SHARES

BENEFICIALLY 6. Shared Voting Power 0

OWNED BY

EACH 7. Sole Dispositive Power 21,409,367

REPORTING

PERSON 8. Shared Dispositive Power 0

WITH

9. Aggregate Amount Beneficially Owned by Each Reporting Person 21,409,367

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (SEE
INSTRUCTIONS) / /

11. Percent of Class Represented by Amount in Row (9) 8.9%

12. Type of Reporting Person

PN

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1. Names of Reporting Persons

Citigroup Venture Capital International Co-Investment, L.P.

2. Check the Appropriate Box if a Member of a Group (SEE INSTRUCTIONS)

(a) / /

(b) / /

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5. Sole Voting Power	1,168,309
6. Shared Voting Power	0
7. Sole Dispositive Power	1,168,309
8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,168,309

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (SEE INSTRUCTIONS) / /

11. Percent of Class Represented by Amount in Row (9) 0.5%

12. Type of Reporting Person PN

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 1. Names of Reporting Persons

Citigroup Venture Capital International Partnership G.P Limited

 2. Check the Appropriate Box if a Member of a Group (SEE INSTRUCTIONS)

(a) / /
 (b) / /

 3. SEC Use Only

 4. Citizenship or Place of Organization Jersey, Channel Islands

NUMBER OF	5. Sole Voting Power	22,577,676
SHARES		
BENEFICIALLY	6. Shared Voting Power	0
OWNED BY		
EACH	7. Sole Dispositive Power	22,577,676
REPORTING		
PERSON	8. Shared Dispositive Power	0
WITH		

 9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,577,676

 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (SEE INSTRUCTIONS) / /

 11. Percent of Class Represented by Amount in Row (9) 9.4%

 12. Type of Reporting Person CO

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 1. Names of Reporting Persons

Citigroup Venture Capital International Delaware Corporation

2. Check the Appropriate Box if a Member of a Group (SEE INSTRUCTIONS)

(a) / /
 (b) / /

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

NUMBER OF	5. Sole Voting Power	22,577,676
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SHARES

BENEFICIALLY	6. Shared Voting Power	0
--------------	------------------------	---

OWNED BY

EACH	7. Sole Dispositive Power	22,577,676
------	---------------------------	------------

REPORTING

PERSON	8. Shared Dispositive Power	0
--------	-----------------------------	---

WITH

9. Aggregate Amount Beneficially Owned by Each Reporting Person	22,577,676
---	------------

 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (SEE INSTRUCTIONS) / /

11. Percent of Class Represented by Amount in Row (9)	9.4%
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 12. Type of Reporting Person CO

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 1. Names of Reporting Persons

Citicorp International Finance Corporation

2. Check the Appropriate Box if a Member of a Group (SEE INSTRUCTIONS)

(a) / /
 (b) / /

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

NUMBER OF	5. Sole Voting Power	22,577,676
SHARES	-----	
BENEFICIALLY	6. Shared Voting Power	0
OWNED BY	-----	
EACH	7. Sole Dispositive Power	22,577,676
REPORTING	-----	
PERSON	8. Shared Dispositive Power	0
WITH	-----	

9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,577,676

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (SEE INSTRUCTIONS) / /

11. Percent of Class Represented by Amount in Row (9) 9.4%

12. Type of Reporting Person CO

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1. Names of Reporting Persons

Citicorp Banking Corporation

2. Check the Appropriate Box if a Member of a Group (SEE INSTRUCTIONS)

(a) / /

(b) / /

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

NUMBER OF	5. Sole Voting Power	22,577,676
SHARES		
BENEFICIALLY	6. Shared Voting Power	0
OWNED BY		
EACH	7. Sole Dispositive Power	22,577,676
REPORTING		
PERSON	8. Shared Dispositive Power	0
WITH		

9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,577,676

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (SEE INSTRUCTIONS) / /

11. Percent of Class Represented by Amount in Row (9) 9.4%

12. Type of Reporting Person CO

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1. Names of Reporting Persons

Citigroup Inc.

2. Check the Appropriate Box if a Member of a Group (SEE INSTRUCTIONS)

(a) / /

(b) / /

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

NUMBER OF	5. Sole Voting Power	22,578,856*
SHARES		
BENEFICIALLY	6. Shared Voting Power	0
OWNED BY		
EACH	7. Sole Dispositive Power	22,578,856*
REPORTING		
PERSON	8. Shared Dispositive Power	0
WITH		

9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,578,856*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (SEE INSTRUCTIONS) / /

11. Percent of Class Represented by Amount in Row (9) 9.4%*

12. Type of Reporting Person HC

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* Includes shares held by the other reporting persons.

Item 1(a). Name of Issuer:

Solarfun Power Holdings Co. Ltd.

Item 1(b). Address of Issuer's Principal Executive Offices:

666 Linyang Road,
Qidong, Jiangsu Province, 226200,
People's Republic of China

Item 2(a).* Name of Person Filing:

Citigroup Venture Capital International Growth Partnership, L.P.
("CVCIGP")
Citigroup Venture Capital International Co-Investment, L.P.
("CVCICI")
Citigroup Venture Capital International Partnership G.P. Limited
("CVCIPL")
Citigroup Venture Capital International Delaware Corporation
("CVCID")
Citicorp International Finance Corporation ("CIFC")
Citicorp Banking Corporation ("CBC")
Citigroup Inc. ("Citigroup")

* In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998), this filing reflects securities beneficially owned by Citigroup, a holding company for a global financial services group, on behalf of itself and its subsidiaries, excluding the Old Lane Partners ("Old Lane") business. Old Lane, its executive officers and directors and its direct and indirect subsidiaries may beneficially own securities of the Company, and such securities are not reported in this filing. Citigroup (other than Old Lane) disclaims beneficial ownership of securities beneficially owned by Old Lane, and Old Lane disclaims beneficial ownership of the securities reported herein.

Item 2(b). Address or Principal Business Office:

The address of the principal office of each of CVCIGP, CVCICI and CVCIPL is:

26 New Street
St. Helier
Jersey, Channel Islands JE4 8PP

The address of the principal office of CVCID is:

731 Lexington Avenue
New York, NY 10022

The address of the principal office of each of CIFC and CBC is:

One Penn's Way
New Castle, DE 19720

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The address of the principal business office of Citigroup is:

399 Park Avenue
New York, NY 10043

Item 2(c). Citizenship or Place of Organization:

CVCIGP and CVCICI are chartered in Cayman Islands.

CVCIPL is chartered in Jersey, Channel Islands.

CVCID, CIFC, CBC and Citigroup are Delaware corporations.

Item 2(d). Title of Class of Securities:

Ordinary Shares, par value US\$0.0001 per share.

Item 2(e). Cusip Number:

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Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) / / Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) / / Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) / / Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) / / Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) / / An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) / / An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) / / A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) / / A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) / / A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) / / Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership. (as of December 31, 2007)

- (a) Amount beneficially owned: See item 9 of cover pages

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(b) Percent of Class: See item 11 of cover pages

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

(ii) Shared power to vote or to direct the vote:

(iii) Sole power to dispose or to direct the disposition of:

(iv) Shared power to dispose or to direct the disposition of:

See Items 5-8 of cover pages

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

CVC IPL holds a general partnership interest in each of CVC IGP and CVC ICI. CVC ID is the sole shareholder of CVC IPL. CIFC is the sole shareholder of CVC ID. CBC is the sole shareholder of CIFC. Citigroup is the sole shareholder of CBC.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification.

Not Applicable.

SIGNATURE.

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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.

Dated: February 14, 2008

CITIGROUP VENTURE CAPITAL INTERNATIONAL
GROWTH PARTNERSHIP, L.P.

By: CITIGROUP VENTURE CAPITAL
INTERNATIONAL PARTNERSHIP G.P.
LIMITED, AS GENERAL PARTNER

By: /s/ Alfred Rodrigues

Name: Alfred Rodrigues
Title: Alternate Director of Citigroup
Venture Capital International
Partnership G.P. Limited

CITIGROUP VENTURE CAPITAL INTERNATIONAL
CO-INVESTMENT, L.P.

By: CITIGROUP VENTURE CAPITAL
INTERNATIONAL PARTNERSHIP G.P.
LIMITED, AS GENERAL PARTNER

By: /s/ Alfred Rodrigues

Name: Alfred Rodrigues
Title: Alternate Director of Citigroup
Venture Capital International
Partnership G.P. Limited

CITIGROUP VENTURE CAPITAL INTERNATIONAL
PARTNERSHIP G.P. LIMITED

By: /s/ Alfred Rodrigues

Name: Alfred Rodrigues
Title: Alternate Director

CITIGROUP VENTURE CAPITAL INTERNATIONAL
DELAWARE CORPORATION

By: /s/ Alfred Rodrigues

Name: Alfred Rodrigues
Title: Director

CITICORP INTERNATIONAL FINANCE

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CORPORATION

By: /s/ William H. Wolf

Name: William H. Wolf

Title: Vice President

CITICORP BANKING CORPORATION

By: /s/ William H. Wolf

Name: William H. Wolf

Title: Senior Vice President

CITIGROUP INC.

By: /s/ Riqueza V. Feaster

Name: Riqueza V. Feaster

Title: Assistant Secretary

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EXHIBIT INDEX TO SCHEDULE 13G

EXHIBIT 1

Agreement among CVCIGP, CVCICI, CVCIPL, CVCID, CIFC, CBC and Citigroup as to
joint filing of Schedule 13G.