

Trina Solar LTD
Form F-6 POS
November 21, 2008

As filed with the Securities and Exchange Commission on November 21, 2008

Registration No. 333-139161

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO THE

FORM F-6
REGISTRATION STATEMENT

under
THE SECURITIES ACT OF 1933
For Depositary Shares Evidenced by American Depositary Receipts

of

TRINA SOLAR LIMITED

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

CAYMAN ISLANDS

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK MELLON

(Exact name of depositary as specified in its charter)

One Wall Street New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

**The Bank of New York Mellon
ADR Division**

One Wall Street, 29th Floor

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:
Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010**

It is proposed that this filing become effective under Rule 466

☐ immediately upon filing

☐ on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box. ☐

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis. No. 333-139161).

The prospectus consists of the proposed revised Form of American Depositary Receipt included as Exhibit A to the Form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Post-Effective Amendment No. 1 to the Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities	
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts	corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 15, 16 and 18
(iii) The collection and distribution of dividends	Articles number 4, 12, 13, 15 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15, 16 and 18

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|--|---|
| (v) The sale or exercise of rights | Articles number 13, 14, 15 and 18 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles number 12, 13, 15, 17 and 18 |
| (vii) Amendment, extension or termination of the deposit agreement | Articles number 20 and 21 |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts | Article number 11 |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Articles number 2, 3, 4, 5, 6, 8 and 22 |
| (x) Limitation upon the liability of the depositary | Articles number 14, 18, 19 and 21 |

3. Fees and Charges
Item - 2.

Articles number 7 and 8

Available Information

Public reports furnished by issuer

Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of December 18, 2006, as amended and restated as of _____, 2008, among Trina Solar, The Bank of New York Mellon (formerly known as The Bank of New York) as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

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Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. Not Applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Previously Filed.

e.

Certification under Rule 466. Not Applicable.

Item - 4.

Undertakings

Previously Filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, November 21, 2008.

Legal entity created by the agreement for the issuance of American Depositary Receipts for Ordinary Shares of the Par Value of U.S. \$0.00001 per share each, of Trina Solar Limited.

By:

The Bank of New York Mellon,
As Depositary

By: /s/ Joanne F. DiGiovanni

Name: Joanne F. DiGiovanni

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Trina Solar Limited has caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Changzhou, People's Republic of China on November 21, 2008.

Trina Solar Limited

By: /s/ Jifan Gao

Name: Jifan Gao

Title: Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Jifan Gao and Terry Wang as his true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she may or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on November 21, 2008.

Signature

Title

/s/ Jifan Gao

Name: Jifan Gao

Chairman and Chief Executive Officer

(Principal Executive Officer)

/s/ Terry Wang

Name: Terry Wang

Chief Financial Officer

(Principal Financial and Accounting Officer)

/s/ Junfeng Li

Name: Junfeng Li

Director

Name: Jerone Corcoran

Director

/s/ Peter Mak

Name: Peter Mak

Director

/s/ Qian Zhao

Name: Qian Zhao

Director

Name: Sean Tzou

Director

/s/ Liping Qiu

Name: Liping Qiu

Director

/s/ *

Name: Donald J. Puglisi

Authorized U.S. Representative

Title: Managing Director, Puglisi & Associates

* By: /s/ Jifan Gao

Name: Jifan Gao

Attorney-in-fact

INDEX TO EXHIBITS

Exhibit
Letter

Exhibit

- | | |
|---|---|
| 1 | Form of Deposit Agreement dated as of December 18, 2006, as amended and restated as of _____, 2008, among Trina Solar Limited, The Bank of New York Mellon (formerly known as The Bank of New York) as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. |
| 4 | Previously Filed. |