

Han Jie
Form 4
September 29, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Han Jie

2. Issuer Name and Ticker or Trading Symbol
China XD Plastics Co Ltd [CXDC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

NO. 9 DALIAN N RD, HARBIN
DEV ZONE,, HAPING ROAD
CENTRALIZED INDUSTRIAL
PARK

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HEILONGJIANG
PROVINCE, F4 150060

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock of par value US\$0.0001	09/28/2011		J	16,000,000 (1) D \$ 0	24,382,598	I	Through 100% ownership of XDE

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: Han Jie - Form 4

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. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Han Jie NO. 9 DALIAN N RD, HARBIN DEV ZONE, HAPING ROAD CENTRALIZED INDUSTRIAL PARK HEILONGJIANG PROVINCE, F4 150060	X	X	Chief Executive Officer	

Signatures

/s/ Jie HAN 09/28/2011

**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).

Pursuant to a Securities Purchase Agreement (the "SPA") entered into by and between XD Plastics Company Limited (the "Issuer"), MSPEA Modified Plastics Holding Limited (the "Purchaser"), XD. Engineering Plastics Company Limited ("XDE"), and the Reporting Person on August 15, 2011, XDE, an entity wholly owned by the Reporting Person, entered into a Share Pledge Agreement with the Purchaser on September 28, 2011. Pursuant to the Share Pledge Agreement, XDE pledged 16,000,000 shares of common stock of the Issuer that it holds (the "Pledged Shares") to the Purchaser to secure certain obligations of the Issuer, the Reporting Person, and XDE itself (the "Secured Obligations") under the SPA. XDE may not transfer or otherwise dispose of the Pledged Shares without the prior written consent of the Purchaser until satisfaction of the Secured Obligations. No price was paid for the Pledged Shares by the Purchaser.

Note: File three copies of this Form, one of which must be manually signed. If space 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.