

Fuwei Films (Holdings), Co. Ltd.
Form 6-K/A
September 14, 2007

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

**FORM 6-K/A
Amendment No. 2 to**

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For June 30, 2007

Commission File No. 001-33176

Fuwei Films (Holdings) Co., Ltd.

No. 387 Dongming Road
Weifang Shandong
People's Republic of China, Postal Code: 261061

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES.)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.
Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.
Yes No

If "Yes" marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
82-_____

EXPLANATORY NOTE

This Amendment No. 2 to Report of Foreign Private Issuer on Form 6-K/A (this “Form 6-K/A”) is being submitted to amend the Form 6-K submitted to the Securities and Exchange Commission on July 26, 2007 (the “Original Filing”). This Form 6-K/A amends solely the dollar amounts and currency appearing in the “Contractual Obligations” table on page 24 in the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section which was reported in the Original Filing in United States Dollars (\$) rather than Chinese Renmimbi (RMB), and as a result, the liabilities were overstated, rather than understated by the error.

This Report of Foreign Private Issuer on Form 6-K/A contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. These statements relate to future events or the Company’s future financial performance. The Company has attempted to identify forward-looking statements by terminology including “anticipates”, “believes”, “expects”, “can”, “continue”, “could”, “estimate”, “expects”, “intends”, “may”, “plans”, “potential”, “predict”, “should” or “will” or the negative of these terms or other comparative terminology. These statements are only predictions, uncertainties and other factors may cause the Company’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels or activity, performance or achievements expressed or implied by these forward-looking statements. The information in this Report on Form 6-K is not intended to project future performance of the Company. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company does not guarantee future results, levels of activity, performance or achievements. The Company expectations are as of the date this Form 6-K/A is filed, and the Company does not intend to update any of the forward-looking statements after the date this Report on Form 6-K/A is filed to confirm these statements to actual results, unless required by law.

The forward-looking statements included in this Form 6-K/A are subject to risks, uncertainties and assumptions about our businesses and business environments. These statements reflect our current views with respect to future events and are not a guarantee of future performance. Actual results of our operations may differ materially from information contained in the forward-looking statements as a result of risk factors some of which are include, among other things, competition in the BOPET film industry; growth of, and risks inherent in, the BOPET film industry in China; uncertainty as to future profitability and our ability to obtain adequate financing for our planned capital expenditure requirements; uncertainty as to our ability to continuously develop new BOPET film products and keep up with changes in BOPET film technology; risks associated with possible defects and errors in our products; uncertainty as to our ability to protect and enforce our intellectual property rights; uncertainty as to our ability to attract and retain qualified executives and personnel; and uncertainty in acquiring raw materials on time and on acceptable terms, particularly in view of the volatility in the prices of petroleum products in recent years.

On July 26, 2007, Fuwei Films (Holdings) Co. Ltd. (the “Company”) announced its unaudited consolidated financial results for the six months period ended June 30, 2007.

FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS
AS OF JUNE 30, 2007 AND DECEMBER 31, 2006
(amounts in thousands except share and per share value)

| ASSETS | As of Jun. 30, 2007 | | As of Dec. 31, |
|--|---------------------|---------------|----------------|
| | RMB | US\$ | 2006 |
| | (unaudited) | | RMB |
| Current assets | | | |
| Cash and cash equivalents | 128,344 | 16,861 | 253,250 |
| Accounts receivable, net | 58,196 | 7,645 | 75,530 |
| Inventory | 36,923 | 4,851 | 23,783 |
| Prepayments and other receivables | 47,800 | 6,279 | 19,440 |
| Total current assets | 271,263 | 35,636 | 372,003 |
| Plant and equipment, net | 239,434 | 31,455 | 250,937 |
| Construction in progress | 163,778 | 21,516 | 66,752 |
| Lease prepayments, net | 22,682 | 2,980 | 23,059 |
| Deposits for purchase of property, plant and equipment | — | — | 13,900 |
| Intangible assets | 72 | 9 | 109 |
| Goodwill | 10,276 | 1,350 | 10,276 |
| Deferred tax assets | 1,047 | 138 | 1,047 |
| Total assets | 708,552 | 93,084 | 738,083 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | |
| Current liabilities | | | |
| Short-term borrowings | 169,090 | 22,214 | 239,678 |
| Accounts payables | 17,066 | 2,242 | 12,809 |
| Accrued expenses and other payables | 22,854 | 3,002 | 19,497 |
| Deferred tax liabilities | 856 | 112 | 192 |
| Total liability | 209,866 | 27,570 | 272,176 |
| Shareholders' equity | | | |
| Registered capital | 13,323 | 1,707 | 13,323 |
| Additional paid-in capital | 311,908 | 39,967 | 311,908 |
| Retained earnings | 172,241 | 22,119 | 138,891 |
| Cumulative translation adjustment | 1,214 | 1,721 | 1,785 |
| Total shareholders' equity | 498,686 | 65,514 | 465,907 |
| Total liabilities and shareholders' equity | 708,552 | 93,084 | 738,083 |

The accompanying notes are an integral part of this condensed consolidated statement.

FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES**CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND OTHER COMPREHENSIVE INCOME****FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2007 AND 2006**

(amounts in thousands except share and per share value)

| | Three Months Ended | | | Six Months Ended | | |
|-------------------------------|---------------------------|-------------|---------------|-------------------------|-------------|---------------|
| | Jun. 30, 2007 | | Jun. 30, 2006 | Jun. 30, 2007 | | Jun. 30, 2006 |
| | <i>RMB</i> | <i>US\$</i> | <i>RMB</i> | <i>RMB</i> | <i>US\$</i> | <i>RMB</i> |
| | (unaudited) | | | (unaudited) | | |
| Net sales | 120,929 | 15,750 | 122,886 | 220,194 | 28,529 | 219,939 |
| Cost of sales | 88,264 | 11,496 | 94,470 | 163,257 | 21,152 | 167,594 |
| Gross profit | 32,665 | 4,254 | 28,416 | 56,937 | 7,377 | 52,345 |
| Operating expenses | | | | | | |
| Selling expenses | 5,090 | 663 | 5,111 | 8,754 | 1,134 | 8,858 |
| Administrative expenses | 3,528 | 459 | 2,943 | 5,718 | 741 | 3,194 |
| Depreciation and amortization | 416 | 54 | 266 | 737 | 96 | 540 |
| Total operating expenses | (9,034) | (1,176) | (8,320) | | | |