

CHINA AUTOMOTIVE SYSTEMS INC
Form 8-K
August 31, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 31, 2017

China Automotive Systems, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	000-33123	33-0885775
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

No. 1 Henglong Road, Yu Qiao Development Zone
Shashi District, Jing Zhou City
Hubei Province
The People's Republic of China
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code **(86) 27-8757 0027**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events

On August 31, 2017, China Automotive Systems, Inc. (the "Company") issued a press release announcing that the special committee (the "Special Committee") of its Board of Directors (the "Board") previously formed to evaluate and consider a preliminary non-binding proposal submitted by Mr. Hanlin Chen ("Mr. Chen") to the Board on May 14, 2017 (the "Original Proposal") has received a revised non-binding proposal letter (the "Revised Proposal"), dated August 30, 2017, from Mr. Chen and Chariot Company (Cayman) Limited (together with its affiliates, "NHPEA"), to acquire all of the outstanding shares of common stock of the Company not already beneficially owned by Mr. Chen, Wiselink Holdings Limited, a company controlled by Mr. Chen, and Ms. Liping Xie, his wife (collectively, the "Chairman Parties", and together with NHPEA, the "Buyer Group"), and their respective affiliates, for US\$5.45 per share of common stock in cash. The Buyer Group and their affiliates currently beneficially own approximately 56.4% of the issued and outstanding shares of common stock of the Company on a fully diluted and as-converted basis. The Revised Proposal supersedes and replaces the Original Proposal in its entirety. The Revised Proposal is expressly conditioned on approval by the Special Committee and is subject to a non-waivable condition requiring approval by a majority vote of the Company's unaffiliated stockholders.

The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No Description

99.1 Press Release of China Automotive Systems, Inc. dated August 31, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**China Automotive
Systems, Inc.**
(Registrant)

Date: August 31, 2017 By: */s/ Hanlin Chen*
Hanlin Chen
Chairman