STARWOOD PROPERTY TRUST, INC.
Form S-3ASR
April 01, 2016

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 1, 2016

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-3

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

STARWOOD PROPERTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland	**27-0247747**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

**591 West Putnam Avenue
Greenwich, Connecticut 06830
(203) 422-7700**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Andrew J. Sossen
Chief Operating Officer, Executive Vice President,
General Counsel and Chief Compliance Officer
Starwood Property Trust, Inc.
591 West Putnam Avenue
Greenwich, Connecticut 06830
(203) 422-7700**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Michael A. Gordon Sidley Austin LLP One South Dearborn Street Chicago, Illinois 60603	J. Gerard Cummins Sidley Austin LLP 787 Seventh Avenue New York, New York 10019 (212) 839-5300

(312) 853-7000

Approximate date of commencement of proposed sale to the public:
From time to time after the effective date of this registration statement as determined by the registrant.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, check the following box. o

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ý

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ý

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated file, or smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ý	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per unit(1)(2)	Proposed maximum aggregate offering price(1)(2)	Amount of registration fee(3)
Debt Securities				
Common Stock, par value $0.01 per share				
Preferred Stock, par value $0.01 per share				
Warrants				
Total				

(1) The registrant is hereby registering an indeterminate principal amount or number of the securities of each identified class, which may be offered from time to time in unspecified principal amounts or numbers at unspecified prices. Securities registered hereunder may be sold separately, together or as units with other securities registered hereunder.

(2) Also includes such indeterminate principal amount or number of debt securities, shares of common stock, preferred stock and warrants as may be issued upon conversion or exchange of securities registered hereby, for which the registrant will receive no additional consideration.

(3)

In accordance with Rule 415(a)(6) under the Securities Act of 1933, as amended (the "Securities Act"), the securities registered pursuant to this registration statement include $463,828,785 of unsold securities (the "Unsold Securities") previously registered on registration statement on Form S-3 (No. 333-186561), filed with the Securities and Exchange Commission on February 11, 2013 (the "Prior Registration Statement"), by means of a prospectus supplement dated May 27, 2014. In connection with the registration of the Unsold Securities on the Prior Registration Statement, a registration fee of $59,741.15 was paid, which registration fee will continue to be applied to the Unsold Securities included in this registration statement. Pursuant to Rule 415(a)(6) under the Securities Act, the offering of the Unsold Securities registered under the Prior Registration Statement will be deemed terminated as of the date of effectiveness of this registration statement. In reliance on and in accordance with Rules 456(b) and 457(r) under the Securities Act, except with respect to the Unsold Securities that had been registered on the Prior Registration Statement, the registrant is deferring payment of all of the registration fee.

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PROSPECTUS

STARWOOD PROPERTY TRUST, INC.

DEBT SECURITIES
COMMON STOCK
PREFERRED STOCK
WARRANTS TO PURCHASE COMMON STOCK

We may offer, issue and sell from time to time, together or separately, the securities described in this prospectus. We will provide the specific terms of any securities we may offer in supplements to this prospectus.

In addition, selling stockholders to be named in a prospectus supplement may offer and sell from time to time these securities in such amounts as set forth in a prospectus supplement.

You should read this prospectus and any applicable prospectus supplement carefully before you invest. This prospectus may not be used to offer and sell any securities unless accompanied by a prospectus supplement describing the amount of and terms of the offering of those securities.

We or any selling stockholder may offer and sell these securities to or through one or more underwriters, dealers or agents, or directly to purchasers on a continuous or delayed basis. We or any selling stockholder reserves the sole right to accept, and together with any underwriters, dealers and agents, reserves the right to reject, in whole or in part, any proposed purchase of securities. The names of any underwriters, dealers or agents involved in the sale of any securities, the specific manner in which they may be offered and any applicable commissions or discounts will be set forth in the prospectus supplement covering the sales of those securities.

Our common stock, par value $0.01 per share, is listed on the New York Stock Exchange under the trading symbol "STWD." On March 31, 2016, the closing price of our common stock on the New York Stock Exchange was $18.93.

Investing in our securities involves risks. You should carefully read and consider the risks described under the section entitled "Risk Factors" included in our most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q, in prospectus supplements relating to specific offerings of securities and in other information that we file with the Securities and Exchange Commission before making a decision to invest in our securities.

We impose certain restrictions on the ownership and transfer of shares of our common stock and our other capital stock. You should read the information under the section entitled "Description of Capital Stock Restrictions on Ownership and Transfer" in this prospectus for a description of these restrictions.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is April 1, 2016.

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You should rely only on the information contained in or incorporated by reference into this prospectus, any applicable prospectus supplement or any applicable free writing prospectus. We have not authorized any other person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. This prospectus and any applicable prospectus supplement do not constitute an offer to sell, or a solicitation of an offer to purchase, any securities in any jurisdiction to or from any person to whom or from whom it is unlawful to make such offer or solicitation in such jurisdiction. You should assume that the information appearing in this prospectus, any applicable prospectus supplement, any applicable free writing prospectus and the documents incorporated by reference herein or therein is accurate only as of the respective dates of such documents or on the date or dates which are specified in such documents. Our business, financial condition, liquidity, results of operations and prospects may have changed since those dates.

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ABOUT THIS PROSPECTUS

This prospectus is part of a "shelf" registration statement that we have filed with the Securities and Exchange Commission (the "SEC"). By using a shelf registration statement, we or any selling stockholder may sell, at any time and from time to time, in one or more offerings, any combination of the securities described in this prospectus. The exhibits to our registration statement contain the full text of certain contracts and other important documents that we have summarized in this prospectus or that we may summarize in a prospectus supplement. Because these summaries may not contain all the information that you may find important in deciding whether to purchase the securities we offer, you should review the full text of these documents. The registration statement and the exhibits can be obtained from the SEC as indicated under the sections entitled "Where You Can Find More Information" and "Documents Incorporated By Reference."

This prospectus only provides you with a general description of the securities we or any selling stockholder may offer and such description is not meant to be a complete description of each security. Each time we or any selling stockholder sells securities, we will provide a prospectus supplement that contains specific information about the terms of those securities. The prospectus supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between the information in this prospectus and any prospectus supplement, you should rely on the information in the prospectus supplement. You should read carefully both this prospectus and any prospectus supplement together with the additional information described under the sections entitled "Where You Can Find More Information" and "Documents Incorporated By Reference."

Unless otherwise indicated or the context requires otherwise, in this prospectus and any prospectus supplement hereto, references to "our company," "we," "us" and "our" mean Starwood Property Trust, Inc. and its consolidated subsidiaries.

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STARWOOD PROPERTY TRUST, INC.

We are a Maryland corporation that commenced operations in August 2009, upon the completion of our initial public offering. We are focused primarily on originating, acquiring, financing and managing commercial mortgage loans and other commercial real estate debt investments, commercial mortgage-backed securities, or CMBS, and other commercial real estate investments in both the U.S. and Europe. We refer to the following as our target assets: commercial real estate mortgage loans, preferred equity interests, CMBS and other commercial real estate-related debt investments. Our target assets may also include residential mortgage-backed securities, or RMBS, certain residential mortgage loans, distressed or non-performing commercial loans, commercial properties subject to net leases and equity interests in commercial real estate. As market conditions change over time, we may adjust our strategy to take advantage of changes in interest rates and credit spreads as well as economic and credit conditions.

We had three reportable business segments as of December 31, 2015:

Real estate lending engages primarily in originating, acquiring, financing and managing commercial first mortgages, subordinated mortgages, mezzanine loans, preferred equity, CMBS, RMBS and other real estate and real estate-related debt investments in both the U.S. and Europe.

Real estate investing and servicing includes (i) servicing businesses in both the U.S. and Europe that manage and work out problem assets, (ii) an investment business that selectively acquires and manages unrated, investment grade and non-investment grade rated CMBS, including subordinated interests of securitization and resecuritization transactions, (iii) a mortgage loan business which originates conduit loans for the primary purpose of selling these loans into securitization transactions, and (iv) an investment business that selectively acquires commercial real estate assets, including properties acquired from CMBS trusts.

Real estate property engages primarily in acquiring and managing equity interests in stabilized commercial real estate properties, including multi-family properties.

Our objective is to provide attractive risk-adjusted returns to our investors over the long-term, primarily through dividends and secondarily through capital appreciation. We intend to achieve our objective by originating and acquiring target assets to create a diversified investment portfolio that is financed in a manner that is designed to deliver attractive returns across a variety of market conditions and economic cycles. We are focused on our three core competencies: transaction access, asset analysis and selection, and identification of attractive relative values within the real estate debt and equity markets.

We are organized as a holding company and conduct our business primarily through our various wholly-owned subsidiaries. We are externally managed and advised by SPT Management, LLC, or our manager, pursuant to the terms of a management agreement. Our manager is controlled by Barry Sternlicht, our Chairman and Chief Executive Officer. Our manager is an affiliate of Starwood Capital Group Global, L.P., or Starwood Capital Group, a privately-held private equity firm founded and controlled by Mr. Sternlicht.

We are organized and conduct our operations to qualify as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code. We also operate our business in a manner that permits us to maintain our exemption from registration under the Investment Company Act of 1940, as amended, or the Investment Company Act.

Our corporate headquarters office is located at 591 West Putnam Avenue, Greenwich, Connecticut 06830, and our telephone number is (203) 422-7700.

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RISK FACTORS

Investing in our securities involves risks. You should carefully read and consider the risks described under the section entitled "Risk Factors" in our most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q, which are incorporated by reference herein, as well as the other information contained in or incorporated by reference into this prospectus and in any applicable prospectus supplement, before making a decision to invest in our securities. Each of the risks described in these documents could materially and adversely affect our business, financial condition, liquidity, results of operations and prospects, and could result in a partial or complete loss of your investment.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents we incorporate herein by reference contain certain forward-looking statements, including without limitation, statements concerning our operations, economic performance and financial condition. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are developed by combining currently available information with our beliefs and assumptions and are generally identified by the words "believe," "expect," "anticipate" and other similar expressions. Forward-looking statements do not guarantee future performance, which may be materially different from that expressed in, or implied by, any such statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their respective dates.

These forward-looking statements are based largely on our current beliefs, assumptions and expectations of our future performance taking into account all information currently available to us. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us or within our control, and which could materially affect actual results, performance or achievements. Factors that may cause actual results to vary from our forward-looking statements include, but are not limited to:

- factors described in our most recent Annual Report on Form 10-K, any subsequent Quarterly Reports on Form 10-Q and any accompanying prospectus supplement, including those set forth under the captions "Risk Factors" and "Business";
- defaults by borrowers in paying debt service on outstanding indebtedness;
- impairment in the value of real estate property securing our loans or in which we invest;
- availability of mortgage origination and acquisition opportunities acceptable to us;
- potential mismatches in the timing of asset repayments and the maturity of the associated financing agreements;
- national and local economic and business conditions;
- general and local commercial and residential real estate property conditions;
- changes in U.S. federal government policies;
- changes in U.S. federal, state and local governmental laws and regulations;
- increased competition from entities engaged in mortgage lending and securities investing activities;
- changes in interest rates; and
- the availability of and costs associated with sources of liquidity.

In light of these risks and uncertainties, there can be no assurance that the results referred to in the forward-looking statements contained in this prospectus and the documents we incorporate herein by reference will in fact occur. Except to the extent required by applicable law or regulation, we undertake no obligation to, and expressly disclaim any such obligation to, update or revise any forward-looking statements to reflect changed assumptions, the occurrence of anticipated or unanticipated events, changes to future results over time or otherwise.

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USE OF PROCEEDS

Unless otherwise indicated in a prospectus supplement, we intend to use the net proceeds from the offering of securities under this prospectus for general corporate purposes, including funding our investment activity, repayment of indebtedness and working capital. Further details relating to the use of the net proceeds from the offering of securities under this prospectus will be set forth in the applicable prospectus supplement.

We will not receive any proceeds from any sales of securities by any selling stockholder.

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RATIOS OF EARNINGS TO FIXED CHARGES AND RATIOS OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS

The following table sets forth (1) our ratios of earnings to fixed charges and (2) our ratios of earnings to combined fixed charges and preferred stock dividends for the periods shown. For this purpose, earnings consist of our net income from continuing operations less our income from equity method investees plus our fixed charges and our distributed income of equity method investees. Fixed charges consist of interest expense on all indebtedness. We have not issued any preferred stock as of the date of this prospectus, and therefore there are no preferred stock dividends included in our calculation of ratios of earnings to combined fixed charges and preferred stock dividends.

	For the year ended December 31,				
	2015	**2014**	**2013**	**2012**	**2011**
Ratio of earnings to fixed charges	3.21x	4.05x	3.89x	5.28x	5.18x
Ratio of earnings to combined fixed charges and preferred stock dividends	3.21x	4.05x	3.89x	5.28x	5.18x

DESCRIPTION OF DEBT SECURITIES

Our senior debt securities will be issued under a senior indenture dated as of February 15, 2013, as amended and supplemented as of the date hereof and as further amended and supplemented from time to time, between the Company and The Bank of New York Mellon, as Trustee (the "indenture").

The following description is a summary of the material provisions of the indenture, including references to the applicable section of the indenture. It does not restate the indenture in its entirety. We urge you to read the indenture because it, and not this description, defines the rights of holders of debt securities. Except as otherwise defined herein, terms used in this description but not otherwise defined herein are used as defined in the indenture. When we refer to "Starwood," "we," "our," "us," and "the Company" in this section, we are referring to Starwood Property Trust, Inc. excluding its subsidiaries, unless the context otherwise requires or as otherwise expressly stated herein.

The indenture is filed as an exhibit to the registration statement of which this prospectus is a part. The indenture is available for inspection at the corporate trust offices of the Trustee at The Bank of New York Mellon, 101 Barclay Street, Floor 8W, New York, New York 10286. The indenture is subject to, and is governed by, the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act"). All section references appearing in this description are to sections of the indenture.

General

Our debt securities will be direct, unsecured obligations. The debt securities issued under the indenture are not limited as to aggregate principal amount and may be issued in one or more series. The principal amount and series will be established from time to time in or pursuant to authority granted by a resolution of our board of directors. The principal amount and series also may be established in one or more indentures supplemental to the indenture. All debt securities of one series need not be issued at the same time (section 301 of the indenture). Unless otherwise provided, a series may be reopened for issuances of additional debt securities of such series without the consent of the holders of the debt securities of such series (section 301 of the indenture). The Trustee may resign or be removed with respect to one or more series of debt securities issued under the indenture, and a successor Trustee may be appointed to act with respect to such series.

Reference is made to each prospectus supplement for the specific terms of the series of debt securities being offered thereby, including:

(1) the title of such debt securities;

(2) the aggregate principal amount of such debt securities and any limit on such aggregate principal amount;

(3) the date(s), or the method for determining the date(s), on which the principal of such debt securities will be payable;

(4) the rate(s) (which may be fixed or variable) at which such debt securities will bear interest, if any, or the method by which such rate(s) shall be determined;

(5) the date(s), or the method for determining the date(s), from which interest, if any, will accrue;

(6) the date(s) on which any interest will be payable;

(7) the record date(s) for an interest payment, or the method by which such record date(s) shall be determined (the record date for an interest payment is the date on which a Person must be a holder in order to receive the interest payment);

(8) the basis upon which any interest shall be calculated if other than that of a 360-day year consisting of twelve 30-day months;

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(9) the place(s) where:

a. the principal of (and premium, if any) or interest, if any, and Additional Amounts, if any, on such debt securities will be payable,

b. such debt securities may be surrendered for conversion or registration of transfer or exchange, and

c. notices or demands in respect of such debt securities and the indenture may be served;

(10) the period(s) within which, the price(s) at which, the currency or currencies in which, and the terms and conditions upon which such debt securities may be redeemed at our option, as a whole or in part, if we are to have the option to redeem such debt securities;

(11) our obligation, if any, to redeem, repay or purchase such debt securities pursuant to any sinking fund or analogous provision or at the option of a holder thereof, and the period(s) within which, the price(s) at which, the currency or currencies in which, and the terms and conditions upon which we are obligated, if at all, to redeem, repay or purchase such debt securities, as a whole or in part, pursuant to any sinking fund or analogous provision or at the option of a holder thereof;

(12) whether such debt securities will be in registered or bearer form or both and, if and to the extent in registered form, the denominations thereof if other than $1,000 and any integral multiple thereof and, if and to the extent in bearer form, the denominations thereof and terms and conditions relating thereto;

(13) if other than the Trustee, the security registrar and/or paying agent;

(14) the percentage of the principal amount at which such debt securities will be issued and, if other than the principal amount thereof, the portion of the principal amount thereof payable upon declaration of acceleration of the maturity of such debt securities, or (if applicable) the portion of the principal amount of such debt securities which is convertible into shares of our common stock or other equity securities, or the method by which any such portion shall be determined;

(15) if other than U.S. dollars, the currency or currencies in which such debt securities are denominated and payable, which may be a foreign currency or units of two or more foreign currencies or a composite currency or currencies, and the terms and conditions relating thereto;

(16) whether the amount of payments of principal of (and premium, if any) or interest, if any, on such debt securities may be determined with reference to an index, formula or other method and the manner in which such amounts shall be determined (the index, formula or method may, but need not be, based on a currency, currencies, currency unit or units or composite currency or currencies);

(17) provisions, if any, granting special rights to holders upon the occurrence of such events as may be specified;

(18) any additions to, modifications of or deletions from the terms of such debt securities with respect to the Events of Default or covenants set forth in the indenture;

(19) the Person to whom any interest shall be payable;

(20) if such debt securities are convertible, any limitation on the ownership or transferability of our common stock or other equity securities into which such debt securities are convertible in connection with the preservation of our status as a REIT;

(21) the applicability, if any, of the defeasance and covenant defeasance provisions of the indenture;

(22) whether such debt securities will be issued in certificated or book-entry form;

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(23) if securities are to be issued upon the exercise of warrants, the time, manner and place for authentication and delivery;

(24) whether and under what circumstances we will pay Additional Amounts on such debt securities in respect of any tax, assessment or governmental charge and, if so, whether we will have the option to redeem such debt securities in lieu of making such payment;

(25) the terms, if any, upon which such debt securities may be convertible into shares of our common stock or other equity securities (and the class thereof) and the terms and conditions upon which such conversion will be effected, including, without limitation, the initial conversion price or rate, the conversion period, any adjustment of the applicable conversion price and any requirements relative to the reservation of such shares for purposes of conversion; and

(26) any other terms of such debt securities not inconsistent with the provisions of the indenture.

The debt securities may provide for the payment of less than the entire principal amount upon declaration of acceleration of the maturity of the debt securities. Such debt securities are known as "Original Issue Discount Securities." Any material U.S. federal income tax, accounting and other considerations applicable to Original Issue Discount Securities will be described in the applicable prospectus supplement.

The indenture does not contain any provision that would limit our ability to incur indebtedness or that would afford holders of debt securities protection in a highly leveraged or similar action involving Starwood or in the event of a change of control of Starwood. However, certain restrictions on ownership and transfer of our common stock and other equity securities designed to preserve our status as a REIT may act to prevent or hinder a change of control. See "Description of Capital Stock." Reference is made to the applicable prospectus supplement for information with respect to any deletion from, modification of or addition to the Events of Default or our covenants that are described below, including any addition of a covenant or other provision providing event risk or similar protection.

Denominations, Interest, Registration and Transfer

Unless otherwise described in the applicable prospectus supplement, the debt securities of any series will be issued in denominations of $1,000 and integral multiples thereof, other than bearer securities issued in global form (section 302 of the indenture).

Unless otherwise specified in the applicable prospectus supplement, principal, premium, if any, and interest payments on any series of mes New Roman, Times, Serif; text-align: left; padding-bottom: 1pt">Total other expense (2,650) (432) (3,337) (8,497) (1,384) (9,005) Loss before provision for income taxes (17,857) (2,909) (22,820) (54,118) (8,816) (59,247) Income tax benefit (expense) 13 83 14 (366) 103 17 (207) Net loss (17,774) (2,895) (23,186) (54,015) (8,799) (59,454) Net income (loss) attributable to noncontrolling interests (15) (2) 17 (16) (3) 16 Net loss attributable to the Company (17,759) (2,893) (23,203) (53,999) (8,796) (59,470) Other comprehensive income - Foreign currency translation adjustments attributable to noncontrolling interest 9 1 2 (10) (2) 14 - Foreign currency translation adjustments attributable to the Company 10 2 1 (45) (7) 31 Comprehensive income (loss) attributable to non-controlling interest (6) (1) 19 (26) (5) 30 Comprehensive loss attribute to the Company (17,749) (2,891) (23,202) (54,044) (8,803) (59,439) Loss per share, Basic and diluted 14 (1.36) (0.22) (1.78) (4.13) (0.67) (4.55)Weighted average number ordinary shares, Basic and diluted 13,062,500 13,062,500 13,062,500 13,062,500 13,062,500 13,062,500

The accompanying notes are an integral part of these unaudited condensed consolidated statements.

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

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2014 AND 2013

(amounts in thousands except share and per share value)

(Unaudited)

	The Nine-Month Period Ended September 30,		
	2014		2013
	RMB	US$	RMB
Cash flow from operating activities			
Net loss	(54,015)	(8,799)	(59,454)
Adjustments to reconcile net loss to net cash used in operating activities			
- Depreciation of property, plant and equipment	36,021	5,869	36,401
- Amortization of intangible assets	393	64	393
- Deferred income taxes	(103)	(17)	207
- Bad debt (recovery) expense	261	43	(87)
Changes in operating assets and liabilities			
- Accounts and bills receivable	(1,083)	(176)	12,218
- Inventories	7,702	1,255	(6,957)
- Advance to suppliers	1,536	250	7,094
- Prepaid expenses and other current assets	112	18	(303)
- Accounts payable	(8,304)	(1,353)	7,478
- Accrued expenses and other payables	(141)	(23)	92
- Advance from customers	(4,294)	(700)	2,205
- Tax payable	3,028	493	(2,663)
Net cash used in operating activities	(18,887)	(3,076)	(3,376)
Cash flow from investing activities			
Purchases of property, plant and equipment	(5,396)	(879)	(328)
Restricted cash related to trade finance	(15,272)	(2,488)	(18,115)
Advance to suppliers - non current	937	153	77
Amount change in construction in progress	265	43	(9,759)
Proceeds from sale of property, plant and equipment	-	-	-
Net cash used in investing activities	(19,466)	(3,171)	(28,125)
Cash flow from financing activities			
Principal payments of short-term bank loans	(105,000)	(17,107)	(110,000)
Proceeds from short-term bank loans	-	-	106,432
Proceeds from related party	123,849	20,177	-

Payment of capital lease obligation	(6,185)	(1,008)	(6,128)
Change in notes payable	17,939	2,923	35,094
Proceeds from sale-leaseback equipment	-	-	5,000
Net cash provided by financing activities	30,603	4,985	30,398
Effect of foreign exchange rate changes	(21)	(31)	(12)
Net decrease in cash and cash equivalent	(7,771)	(1,293)	(1,115)
Cash and cash equivalent			
At beginning of period/year	11,578	1,913	5,006
At end of period/year	3,807	620	3,891
SUPPLEMENTARY DISCLOSURE:			
Interest paid	9,564	1,558	9,447
Income tax paid	-	-	-
SUPPLEMENTARY SCHEDULE OF NONCASH INVESTING AND FINANCIAL ACTIVITIES:			
Account payable for plant and equipment:	5,886	959	8,445
Obligations for acquired equipment under capital lease:	10,692	1,742	18,872

The accompanying notes are an integral part of these unaudited condensed consolidated statements.

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(amounts in thousands except share and per share value)

(Unaudited)

NOTE 1 – BACKGROUND

Fuwei Films (Holdings) Co., Ltd. and its subsidiaries (the "Company" or the "Group") are principally engaged in the production and distribution of BOPET film, a high quality plastic film widely used in packaging, imaging, electronics, electrical and magnetic products in the People's Republic of China (the "PRC"). The Company is a holding company incorporated in the Cayman Islands, established on August 9, 2004 under the Cayman Islands Companies Law as an exempted company with limited liability. The Company was established for the purpose of acquiring shares in Fuwei (BVI) Co., Ltd. ("Fuwei (BVI)"), an intermediate holding company established for the purpose of acquiring all of the ownership interest in Fuwei Films (Shandong) Co., Ltd. ("Shandong Fuwei").

On August 20, 2004, the Company was allotted and issued one ordinary share of US$1.00 in Fuwei (BVI) (being the entire issued share capital of Fuwei (BVI)), thereby establishing Fuwei (BVI) as the intermediate investment holding company of the Company.

On April 23, 2009, Fuwei Films USA, LLC was set up and co-invested by Fuwei Films (Holdings) Co., Ltd. and Newell Finance Management Co., Ltd. Fuwei Films USA, LLC has a registered capital of US$10 and total investment amount of US$100. Fuwei Films (Holdings) Co., Ltd. and Newell Finance Management Co., Ltd. own 60% and 40% of the total shares of Fuwei Films USA, LLC, respectively.

NOTE 2 - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Principles

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company, pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") as applicable to smaller reporting companies, and generally accepted accounting principles for interim financial reporting. The information furnished herein reflects all adjustments (consisting of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly present the operating results for the respective periods. Certain information and footnote disclosures normally presented in annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") have been omitted pursuant to such rules and regulations. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and footnotes included in the Company's Annual Report on Form 20-F for the year ended December 31, 2013 filed on April 11, 2014 with the SEC. The results of the nine-month period ended September 30, 2014 are not necessarily indicative of the results to be expected for the full year ended December 31, 2014.

Principles of Consolidation

The condensed consolidated financial statements include the financial statements of the Company and its three subsidiaries. All significant inter-company balances and transactions have been eliminated in consolidation.

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(amounts in thousands except share and per share value)

(Unaudited)

Use of Estimates

The preparation of the condensed consolidated financial statements in accordance with U.S. GAAP requires management of the Company to make a number of estimates and assumptions relating to the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. On an ongoing basis, management reviews its estimates and assumptions, including those related to the recoverability of the carrying amount and the estimated useful lives of long-lived assets, valuation allowances for accounts receivable and realizable values for inventories. Changes in facts and circumstances may result in revised estimates.

Foreign Currency Transactions

The Company’s reporting currency is Chinese Yuan (Renminbi or “RMB”).

Fuwei Films (Holdings) Co., Ltd. and Fuwei (BVI) operate in Hong Kong as investment holding companies and their financial records are maintained in Hong Kong dollars, being the functional currency of these two entities. The financial records of Fuwei Films USA, LLC, a 60% owned subsidiary of the Company, are maintained in US dollars. Assets and liabilities are translated into RMB at the exchange rates at the balance sheet date, equity accounts are translated at historical exchange rates and income, expenses, and cash flow items are translated using the average rate for the period. The translation adjustments are recorded in accumulated other comprehensive income in the statements of equity. The changes in the translation adjustments for the current period were reported as the line items of other comprehensive income in the consolidated statements of comprehensive income.

Transactions denominated in currencies other than RMB are translated into RMB at the exchange rates quoted by the People’s Bank of China (the “PBOC”) prevailing at the dates of transactions. Monetary assets and liabilities denominated in foreign currencies are translated into RMB using the applicable exchange rates quoted by the PBOC at the balance sheet dates. The resulting exchange differences are recorded in the consolidated statements of comprehensive income.

RMB is not fully convertible into foreign currencies. All foreign exchange transactions involving RMB must take place either through the PBOC or other institutions authorized to buy and sell foreign currency. The exchange rate adopted for the foreign exchange transactions are the rates of exchange quoted by the PBOC which are determined largely by supply and demand.

Commencing July 21, 2005, the PRC government moved the RMB into a managed floating exchange rate regime based on market supply and demand with reference to a basket of currencies.

For the convenience of the readers, the third quarter of 2014 RMB amounts included in the accompanying condensed consolidated financial statements in our quarterly report have been translated into U.S. dollars at the rate of US$1.00 = RMB6.1380, on the last trading day of the third quarter of 2014 (September 30, 2014) as set forth in the H.10 statistical release of the U.S. Federal Reserve Board. No representation is made that the RMB amounts could have been, or could be, converted into U.S. dollar at that rate or at any other certain rate on September 30, 2014, or at any other date.

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(amounts in thousands except share and per share value)

(Unaudited)

Cash and Cash Equivalents and Restricted Cash

For statements of cash flow purposes, the Company considers all cash on hand and in banks, including accounts in book overdraft positions, certificates of deposit and other highly-liquid investments with maturities of three months or less, when purchased, to be cash and cash equivalents.

Restricted cash refers to the cash balance held by bank as deposit for Letters of Credit and Banker's Acceptance Bill. The Company has restricted cash of RMB56,698 (US$9,237) and RMB41,422 as of September 30, 2014 and December 31, 2013, respectively.

Trade Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount after deduction of trade discounts, value added taxes and allowances, if any, and do not bear interest. The allowance for doubtful accounts is the Group's best estimate of the amount of probable credit losses in the Group's existing accounts receivable. The Group determines the allowance based on historical write-off experience, customer specific facts and economic conditions.

The Group reviews its allowance for doubtful accounts monthly. Past due balances over 90 days and over a specified amount are reviewed individually for collectability. All other balances are reviewed on a pooled basis by aging of such balances. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

Inventories

Inventories are stated at the lower of cost or market value as of balance sheet date. Inventory valuation and cost-flow is determined using Moving Weighted Average Method basis. The Group estimates excess and slow moving inventory based upon assumptions of future demands and market conditions. If actual market conditions are less favorable than projected by management, additional inventory write-downs may be required. Cost of work in progress and finished goods comprises direct material, direct production cost and an allocated portion of production overheads based on normal operating capacity.

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment. Depreciation on property, plant and equipment is calculated on the straight-line method (after taking into account their respective estimated residual values) over the estimated useful lives of the assets. They are as follows:

	Years
Buildings and improvements	25 - 30
Plant and equipment	10 - 15
Computer equipment	5
Furniture and fixtures	5
Motor vehicles	5

Depreciation of property, plant and equipment attributable to manufacturing activities is capitalized as part of the inventory, and expensed to cost of goods sold when inventory is sold. Depreciation related to abnormal amounts from idle capacity is charged to cost of goods sold for the period incurred.

Construction in progress represents capital expenditures in respect to the BOPET production line. No depreciation is provided in respect to construction in progress.

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(amounts in thousands except share and per share value)

(Unaudited)

Leased Assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

Classification of assets leased to the Group. Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under capital leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

Assets acquired under capital leases. Where the Group acquires the use of assets under capital leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under capital leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset. Finance charges implicit in the lease payments are charged to the consolidated income statement over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to the consolidated income statement in the accounting period in which they are incurred.

Operating lease charges. Where the Group has the use of assets held under operating leases, payments made under the leases are charged to the consolidated income statement in equal installments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognized in the consolidated income statement as an integral part of the aggregate net lease payments made. Contingent rentals are charged to the consolidated income statement in the accounting period in which they are incurred.

Sale and leaseback transactions. Gains or losses on equipment sale and leaseback transactions which result in capital leases are deferred and amortized over the terms of the related leases. Gains or losses on equipment sale and leaseback transactions which result in operating leases are recognized immediately if the transactions are established at fair value. Any loss on the sale perceived to be a real economic loss is recognized immediately. However, if a loss is compensated for by future rentals at a below-market price, then the artificial loss is deferred and amortized over the period that the equipment is expected to be used. If the sale price is above fair value, then any gain is deferred and amortized over the useful life of the assets.

Lease Prepayments

Lease prepayments represent the costs of land use rights in the PRC. Land use rights are carried at cost and charged to expense on a straight-line basis over the respective periods of rights of 30 years. The non-current portion and current portion of lease prepayments have been reported in Lease Prepayments, Prepayments and Other Receivables in the balance sheets, respectively.

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(amounts in thousands except share and per share value)

(Unaudited)

Goodwill

Goodwill represents the excess of purchase price and related costs over the value assigned to the net tangible and identifiable intangible assets of businesses acquired. Goodwill is not amortized but is tested for impairment annually, or when circumstances indicate a possible impairment may exist. Impairment testing is performed at a reporting unit level. An impairment loss generally would be recognized when the carrying amount of the reporting unit exceeds the fair value of the reporting unit, with the fair value of the reporting unit determined using a discounted cash flow ("DCF") analysis. A number of significant assumptions and estimates are involved in the application of the DCF analysis to forecast operating cash flows, including the discount rate, the internal rate of return, and projections of realizations and costs to produce. Management considers historical experience and all available information at the time the fair values of its reporting units are estimated. Goodwill was determined to be fully impaired during the year ended December 31, 2012.

Impairment of Long-lived Assets

The Company recognizes an impairment loss when circumstances indicate that the carrying value of long-lived assets with finite lives may not be recoverable. Management's policy in determining whether an impairment indicator exists, a triggering event, comprises measurable operating performance criteria at an asset group level as well as qualitative measures. If an analysis is necessitated by the occurrence of a triggering event, the Company uses assumptions, which are predominately identified from the Company's strategic long-range plans, in determining the impairment amount. In the calculation of the fair value of long-lived assets, the Company compares the carrying amount of the asset group with the estimated future cash flows expected to result from the use of the assets. If the carrying amount of the asset group exceeds the estimated expected undiscounted future cash flows, the Company measures the amount of the impairment by comparing the carrying amount of the asset group with their estimated fair value. We estimate the fair value of assets based on market prices (i.e., the amount for which the asset could be bought by or sold to a third party), when available. When market prices are not available, we estimate the fair value of the asset group using discounted expected future cash flows at the Company's weighted-average cost of capital. Management believes its policy is reasonable and is consistently applied. Future expected cash flows are based upon estimates that, if not achieved, may result in significantly different results.

Revenue Recognition

Sales of plastic films are reported, net of value added taxes (“VAT”), sales returns, and trade discounts. The standard terms and conditions under which the Company generally delivers allow a customer the right to return product for refund only if the product does not conform to product specifications; the non-conforming product is identified by the customer; and the customer rejects the non-conforming product and notifies the Company within 30 days of receipt for both PRC and overseas customers. The Company recognizes revenue when products are delivered and the customer takes ownership and assumes risk of loss, collection of the relevant receivable is probable, persuasive evidence of an arrangement exists and the sales price is fixed or determinable.

In the PRC, VAT of 17% on the invoice amount is collected in respect to the sales of goods on behalf of tax authorities. The VAT collected is not revenue of the Company, instead, the amount is recorded as a liability on the consolidated balance sheet until such VAT is paid to the authorities.

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(amounts in thousands except share and per share value)

(Unaudited)

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

(Loss) Earnings Per Share

Basic (loss) earnings per share is computed by dividing net earnings by the weighted average number of ordinary shares outstanding during the year. Diluted (loss) earnings per share is calculated by dividing net earnings by the weighted average number of ordinary and dilutive potential ordinary shares outstanding during the year. Diluted potential ordinary shares consist of shares issuable pursuant to the Company’s stock option plan.

Share-Based Payments

The Company accounts for share based payments under the modified-prospective transition method, which requires companies to measure and recognize the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value.

Non-controlling interest

Non-controlling interest represents the portion of equity that is not attributable to the Company. The net income (loss) attributable to non-controlling interests are separately presented in the accompanying statements of income and other comprehensive income. Losses attributable to non-controlling interests in a subsidiary may exceed the interest in the subsidiary's equity. The related non-controlling interest continues to be attributed its share of losses even if that attribution results in a deficit of the non-controlling interest balance.

Contingencies

In the normal course of business, the Company is subject to contingencies, including legal proceedings and claims arising out of the business that relate to a wide range of matters, including among others, product liability. The Company recognizes a liability for such contingency if it determines it is probable that a loss has occurred and a reasonable estimate of the loss can be made. The Company may consider many factors in making these assessments including past history and the specifics of each matter. As of September 30, 2014 and December 31, 2013, the balance of predicted liability was RMB100 (US$16) and RMB200 (US$32), respectively, which was estimated liability related to our defective products and included in accrued expenses and other payables as current liabilities on balance sheets.

Reclassification

For comparative purposes, the prior year's consolidated financial statements have been reclassified to conform to reporting classifications of the current year periods. These reclassifications had no effect on net loss or total net cash flows as previously reported.

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(amounts in thousands except share and per share value)

(Unaudited)

Going Concern Matters

The accompanying condensed consolidated financial statements have been prepared in conformity with generally accepted accounting principles which contemplate continuation of the company as a going concern. However, as of September 30, 2014 and 2013, the Company had a working capital deficiency of RMB145,198 (US$23,656) and RMB113,559 and accumulated deficit of RMB53,999 (US$8,796) and RMB59,470 from net losses incurred during the first nine months of 2014 and 2013. Confronted with the fierce competition in the BOPET industry in China, the Company may still witness losses over the next twelve months. The ability of the Company to operate as a going concern depends upon its ability to obtain outside sources of working capital and/or generate positive cash flow from operations. The Company accordingly has developed an outside financing plan to meet the need of working capital for our operation or debts. At the same time, the Company will continue implementing cost reductions on both manufacturing costs and operating expenses to improve profit margins. The accompanying consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

Recently Issued Accounting Standards

There have been no new accounting pronouncements during the nine months ended September 30, 2014 that are of significance, or potential significance, to the Company.

NOTE 3 - ACCOUNTS AND BILLS RECEIVABLES

Accounts and bills receivables consisted of the following:

	September 30, 2014	December 31, 2013

	RMB	US$	RMB
Accounts receivable	10,250	1,670	6,868
Less: Allowance for doubtful accounts	(1,056)	(172)	(795)
	9,194	1,498	6,073
Bills receivable	-	-	2,300
	9,194	1,498	8,373

The Group has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. These receivables are due within 7 to 90 days from the date of billing. Generally, the Group does not obtain collateral from customers. Bills receivable are banker's acceptance bills, which are guaranteed by the bank.

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(amounts in thousands except share and per share value)

(Unaudited)

NOTE 4-INVENTORIES

Inventories consisted of the following:

	September 30, 2014		December 31, 2013
	RMB	US$	RMB
Raw materials	16,198	2,640	16,322
Work-in-progress	2,230	363	3,436
Finished goods	17,741	2,890	24,114
Consumables and spare parts	695	113	693
Inventory—impairment	(6,111)	(996)	(6,111)
	30,753	5,010	38,454

NOTE 5-PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment consisted of the following:

	September 30, 2014		December 31, 2013
	RMB	US$	RMB
Buildings	85,303	13,898	101,027
Plant and equipment	757,513	123,413	735,831
Computer equipment	2,374	387	2,367
Furniture and fixtures	12,337	2,010	12,201
Motor vehicles	2,093	341	2,093
	859,620	140,049	853,519
Less: accumulated depreciation	(365,469)	(59,542)	(328,742)
	494,151	80,507	524,777

Total depreciation for the nine-month periods ended September 30, 2014 and 2013 was RMB36,021 (US$5,869) and RMB36,401, respectively. For the three-month periods ended September 30, 2014 and 2013, depreciation expenses were RMB11,990 (US$1,953) and RMB12,048, respectively.

NOTE 6 - CONSTRUCTION IN PROGRESS

Construction-in-progress represents capital expenditure in respect to the BOPET production line. Construction in progress was RMB366 (US$60) ended September 30, 2014, and RMB632 ended December 31, 2013, respectively.

NOTE 7 - LEASE PREPAYMENTS

Lease prepayments represent the costs of land use rights in the PRC. Land use rights are carried at cost and charged to expense on a straight-line basis over the respective periods of rights of 30 years. The current portion of lease prepayments has been included in prepayments and other receivables in the balance sheet.

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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(Unaudited)

Lease prepayments consisted of the following:

	September 30, 2014		December 31, 2013
	RMB	US$	RMB
Lease prepayment - non current	18,536	3,020	18,999
Lease prepayment - current	524	85	454
	19,060	3,105	19,453

Amortization of land use rights for the nine months ended September 30, 2014 and 2013 was RMB393 (US$64) and RMB393, respectively. Amortization of land use rights for the three months ended September 30, 2014 and 2013 was RMB131 (US$21) and RMB131, respectively.

Estimated amortization expenses for the next five years after September 30, 2014 are as follows:

	RMB	US$
1 year after	524	85
2 years after	524	85
3 years after	524	85
4 years after	524	85
5 years after	524	85
Thereafter	16,440	2,680

As of September 30, 2014, the amount of RMB524 (US$85) will be charged into amortization expenses within one year, and is classified as current asset under the separate line item captioned as Prepayments and Other Receivables on balance sheets.

NOTE 8 – LONG-TERM DEPOSIT

On January 20, 2008, Shandong Fuwei signed a “Letter of Intent of Joyinn Capital Increase and Share Expansion” (“LOI”) with Joyinn Hotel Investment & Management Co., Ltd. (“Joyinn”) and shareholders of Joyinn. Joyinn is a legal company of limited liability that registered on May 19, 2006 in Beijing, with registered capital of RMB50,000 (US$6,236).

Pursuant to the terms of the LOI, Shandong Fuwei deposited RMB26,000 (half of the would-be added registered capital of RMB52,000), to Joyinn as a prepayment as of June 30, 2008. The prepayment to Joyinn will be regarded as investment payment after all parties enter into the final capital increase and shares expansion agreement during the effective term of this LOI. A share pledging agreement was entered into subsequently on April 9, 2008 between Shandong Fuwei and Shandong Xinmeng Investment Co., Ltd (“Pledger”), which holds 97.6% shares of Joyinn. The Pledger agreed to pledge its 52% interest in Joyinn, as a guarantee to the prepayment on the newly increased register capital made by Shandong Fuwei to Joyinn. Based on the mutual supplementary agreement signed in June 2008, the prepayment was decreased by RMB5,000 and returned to the Company on June 18, 2008.

On June 23, 2009, Shandong Fuwei and the Pledger, the major shareholder of Joyinn, agreed that the Pledger would pledge another 19% of its interest in Joyinn in addition to the previous pledge of 52% interest in Joyinn as a guarantee to the prepayment on the newly increased register capital made by Shandong Fuwei to Joyinn. As a result, the Pledger’s percentage of pledged interest in Joyinn increased from 52% to 71%. In the year 2010, the Company impaired the deposit amount by RMB4,240 (US$681). The impairment was determined based on an independent appraisal study.

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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(Unaudited)

On July 14, 2009, Shandong Fuwei and Joyinn entered into a "Supplementary Agreement of Letter of Intent of Joyinn Capital Increase and Share Expansion" (the "Supplementary Agreement"), which extends the duration of former agreement to two (2) years granting Shandong Fuwei the option to determine whether to continue or withdraw the investment prior to January 14, 2010, the expiration date of the Supplementary Agreement.

Upon the expiration of the Supplementary Agreement on January 14, 2010, Shandong Fuwei and the Pledger entered into an agreement pursuant to which the Pledger agreed to transfer a 71% interest in Joyinn to Shandong Fuwei. The transaction is subject to the approval of the authority body of both parties.

On March 9, 2012, Shandong Fuwei and the Pledger agreed that prior to the approval of the foregoing share transfer, all the related agreements and share pledge terms and conditions will remain in full force and effect.

On November 8, 2012, the Pledger's ownership of Joyinn was transferred to Weifang State-Owned Assets Operation Administration Company (the "Administration Company") pursuant to a court order. On December 10, 2012, Shandong Fuwei entered into a Share Pledge Agreement with the Administration Company, as the major shareholder of Joyinn, in which the Administration Company agreed to all the terms and conditions in the LOI and the Supplementary Agreement. The Administration Company, as the new Pledger, agreed to increase the pledged interest by 16.8% to 87.8%.

As of September 30, 2014 and December 31, 2013 the total amount of the deposit was RMB16,760 (US$2,731) and RMB16,760, respectively.

NOTE 9 – OTHER ASSETS

Other assets represent loss on sale-leaseback arrangement with International Far Eastern Leasing Co., Ltd. The loss is treated as compensation for the future rentals paid by Shandong Fuwei at a below-market price. The artificial loss should be deferred and amortized in proportion to the amortization of the related leased assets. As of September 30, 2014 and December 31, 2013, the total amount of the other assets was RMB12,723 (US$2,073) and RMB13,244, respectively.

NOTE 10 - SHORT-TERM BORROWINGS AND LONG-TERM LOAN

Lender	Interest rate per annum		June 30, 2014		December 31, 2013
			RMB	US$	RMB
BANK LOANS					
Bank of Communications Co., Ltd.					
- April 18, 2013 to April 2, 2014	-		-	-	20,000
- April 19, 2013 to April 11, 2014	-		-	-	20,000
- April 23, 2013 to April 16, 2014	-		-	-	25,000
- April 25, 2013 to April 18, 2014	-		-	-	20,000
- May 2, 2013 to April 24, 2014	-		-	-	20,000
LONG-TERM LOANS					
Weifang Dongfang State-owned Assets Management Co., Ltd.					
- October 19, 2009 to October 18, 2017	5.895	%	10,000	1,629	10,000
			10,000	1,629	115,000
Less: amounts classified as short-term loan			-	-	(105,000)
Less: long-term loan, current portion			(1,675)	(273)	-
Long-term Loan			8,325	1,356	10,000

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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(Unaudited)

The Company has entered into several loan agreements with commercial banks and a related party, with terms ranging from one year to eight years to finance its working capital, R&D investment and construction. The loans, secured by properties, equipment, and lease prepayments, should be paid when they come due.

In April 2014, the Company obtained a loan for a total amount of RMB105, 000 from a related party Shandong SNTON Optical Materials Technology Co., Ltd. ("Shandong SNTON") to pay off five short-term loans to Bank of Communications Co., Ltd. (see Note 16)

On November 20, 2009, the Company signed a long-term loan agreement in the amount of RMB10,000 (US$1,629) with Weifang Dongfang State-owned Assets Management Co., Ltd., with an eight-year loan term, which became effective on October 19, 2009 and will expire on October 18, 2017. From 2015 to 2016, the Company shall make principal installment payments of RMB3,350 (US$546) per year with the remaining principal balance of RMB3,300 (US$538) due in 2017. The annual interest rate for the loan is the benchmark interest rate for over five-year loans announced by the People's Bank of China reduced by 10% and the applicable annual interest rate for the period ended September 30, 2014 is 5.895%. The loan is guaranteed by Shandong Deqin Investment& Guarantee Co., Ltd. and is used for the Company's projects.

Long-term bank loans maturity for the next five years after September 30, 2014 are as follows:

	RMB	US$
Within 1 year	1,675	273
After 1 year but within 2 years	3,350	546
After 2 years but within 3 years	3,350	546
After 3 year but within 4 years	1,625	264
After 4 years but within 5 years	-	-

NOTE 11 - NOTES PAYABLE

As of September 30, 2014 and December 31, 2013, Shandong Fuwei had banker's acceptances opened with a maturity from three to six months totaling RMB99,929 (US$16,280) and RMB81,990 for payment in connection with raw materials on a total deposits of RMB49,965 (US$8,140) and RMB40,995 at SPD Bank.

Notes payable consisted of the following:

Issuing bank	September 30, 2014		December 31, 2013
	RMB	US$	RMB
SPD Bank	99,929	16,280	81,990
	99,929	16,280	81,990

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(amounts in thousands except share and per share value)

(Unaudited)

NOTE 12 – OBLIGATIONS UNDER CAPITAL LEASES

The Group has commitments under capital lease agreements as for a part of new third production line and associated equipment. The leases have terms of 3 years expiring by the end of February 2016. As of September 30, 2014, future payments under these capital leases are as follows:

	30-Sep-14						31-Dec-13		
	RMB	US$	RMB	US$	RMB	US$	RMB	RMB	RMB
	Present value of the minimum lease payments		Total minimum lease payments		Interest		Present value of the minimum lease payments	Total minimum lease payments	Interest
Within 1 year	8,728	1,422	9,166	1,493	438	71	8,314	9,166	852
After 1 year but within 2 years	1,964	320	1,986	324	22	4	8,259	8,555	296
After 2 years but within 3 years	-	-	-	-	-	-	304	306	2
After 3 years	-	-	-	-	-	-	-	-	-
	10,692	1,742	11,152	1817	460	75	16,877	18,027	1,150
Less: balance due within one year classified as current liabilities	(8,728)	(1,422)					(8,314)		
	1,964	320					8,563		

Details of obligations under capital leases are as follows:

	September 30,2014	December 31,2013
	RMB	RMB
RMB denominated obligations		

Fixed interest rate of 6.49% per annum	10,692	16,877
	10,692	16,877

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(amounts in thousands except share and per share value)

(Unaudited)

Guarantee deposit of RMB800 (US$129) over the capital leased assets concerned and relevant insurance policies were provided to the lessor as collateral and security. In addition, as is customary in the case of capital leases, the Group's obligations are guaranteed by Weifang State-Owned Assets Operation Administration Company, Beijing Shiweitong Technology Development Co., Ltd., Fuwei Films (Holdings) Co., Ltd., and Fuwei Films (BVI) Co., Ltd. In August 2014, Shandong SNTON Group Co., Ltd. accepted the responsibility of guarantee for the Group's obligation from Beijing Shiweitong Technology Development Co., Ltd.

NOTE 13- INCOME TAX

Income tax benefit was RMB103 (US$17) and income tax expense was RMB207 for the nine months ended September 30, 2014 and 2013, respectively.

Income tax benefit was RMB83 (US$14) and income tax expense was RMB366 for the three months ended September 30, 2014 and 2013, respectively.

NOTE 14 - LOSS PER SHARE

Basic and diluted net loss per share was RMB4.13 (US$0.67) and RMB4.55 for the nine-month period ended September 30, 2014 and 2013, respectively.

Basic and diluted net loss per share was RMB1.36 (US$0.22) and RMB1.78 for the three-month period ended September 30, 2014 and 2013, respectively.

NOTE 15 - MAJOR CUSTOMERS AND VENDORS

There were no major customers who accounted for more than 10% of the total net revenue for the nine-month periods ended September 30, 2014 and 2013.

One vendor provided approximately 62.2% and 55.3% of the Company’s purchases of raw materials, supplies and equipment for the nine months ended September 30, 2014 and 2013, respectively. The Company had a RMB3,460 (US$564) advance to that vendor as of September 30, 2014. Another vendor provided approximately 11.5% of the Company’s purchases of raw materials, supplies and equipment for the nine months ended September 30, 2014.

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(amounts in thousands except share and per share value)

(Unaudited)

NOTE 16 – RELATED PARTY TRANSACTIONS

In April 2014, the Company borrowed RMB105,000 from Shandong SNTON Optical Materials Technology Co., Ltd. (the "Shandong SNTON") to pay off certain short-term loans due to Bank of Communications Co., Ltd. The interest shall be calculated at the benchmark rate, plus an additional 20% of the said benchmark rate, for the loan of the same term announced by the People's Bank of China. The interest must be paid quarterly and settled in full at the end of the year.

In May 2014, the Company borrowed RMB15,000 from Shandong SNTON Group Co., Ltd. (the "SNTON Group") solely for the purpose of purchasing raw materials. The interest shall be calculated at the benchmark rate, plus an additional 20% of the said benchmark rate, for the loan of the same term announced by the People's Bank of China. The interest shall be paid quarterly and settled in full at the end of the year. The Company has agreed to return the borrowing prior to December 31, 2014.

Shandong SNTON was entrusted to acquire 6,912,503 Ordinary Shares of the Company representing 52.9% beneficial ownership on behalf of Hongkong Ruishang International Trade Co., Ltd. ("Hongkong Ruishang") in a public auction. Hongkong Ruishang became the beneficial owner of 6,912,503 Ordinary Shares of the Company. Hongkong Ruishang and Mr. Xiusheng Wang, who is the Chairman of the board of director of both Hongkong Ruishang and SNTON Group, control the power to vote and dispose of 6,912,503 ordinary shares of the Company. In addition, Shandong SNTON is a wholly-owned subsidiary of SNTON Group.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

References to "dollars" and "US$" are to United States Dollars. References to "we", "us", the "Company" or "Fuwei Films" include Fuwei Films (Holdings) Co., Ltd. and its subsidiaries, except where the context requires otherwise.

In the third quarter of 2014, we continued to be adversely affected by enhanced competition and increased supply over demand in China's BOPET market. In addition, fierce competition from overseas as well as anti-dumping measures taken by USA and South Korea caused a continued downturn in orders from international markets. The foregoing factors have contributed to significant decreases in sales prices, which resulted in reduced total revenue compared with the third quarter of 2013.

We believe that in the remaining quarter of 2014, there will be growing capacity of BOPET films in China and stronger competition in the market. Our ability to retain effective control over the pricing of our products on a timely basis is limited due to the enhanced competition in the BOPET market. As a result, we may continue to witness losses in the short to medium term.

On August 14, 2013, the Company announced that it had received the first notice from the its controlling shareholder, the Weifang State-owned Assets Operation Administration Company, a wholly-owned subsidiary of Weifang State-owned Asset Management and Supervision Committee (collectively, the "Administration Company") indicating that the Administration Company had determined to place control over 6,912,503 (or 52.9%) of its outstanding ordinary shares up for sale at a public auction to be held in China. Four public auctions were held in Jinan, Shandong Province, China. The Company learned that they failed due to a lack of bidders registered for the auction. On March 25, 2014, the fifth public auction was held in Jinan, Shandong Province, China. The beneficial ownership of 6,912,503 ordinary shares of the Company previously owned by the Administration Company through Apex Glory Holdings Limited, a British Virgin Islands corporation, was bid by Shandong SNTON Optical Materials Technology Co., Ltd ("Shandong SNTON") through the public auction. Shandong SNTON got 6,912,503 (or 52.9%) of the Company's outstanding ordinary shares at a price of RMB101,800,000 (approximately US$16,572,787) or approximately US$2.40 per ordinary share.

On May 12, 2014, the Company announced that it had learned that the successful bidder, Shandong SNTON in the fifth public auction of 6,912,503 (or 52.9%) of the Company's outstanding ordinary shares (the "Shares") held on March 25, 2014, was entrusted by Hongkong Ruishang International Trade Co., Ltd., a Hong Kong corporation, ("Hongkong Ruishang") to handle all the formalities and procedure in connection with the public auction. As a result of the entrusted arrangement, the Company believes Hongkong Ruishang is the party controlling the Shares acquired in the fifth public auction. According to publicly available information in the People's Republic of China, Shandong SNTON is a wholly owned subsidiary of Shandong SNTON Group Co., Ltd. (the "SNTON Group"). Mr. Xiusheng Wang, the chairman of the Board of Directors of Shandong SNTON Group Co., Ltd., is also Hongkong Ruishang's chairman.

On May 14, 2014, the Company announced that it received a notification from Shandong Fuhua Investment Company Limited. ("Shandong Fuhua") with respect to an entire ownership transfer of the Company's 12.55% outstanding ordinary shares from the Administration Company to Shandong Fuhua. The Administration Company originally held these shares indirectly through an intermediate holding company, Easebright Investments Limited ("Easebright"). As a result of this transfer, Shandong Fuhua indirectly owns 12.55% of the outstanding ordinary shares of the Company through Easebright. Mr. Jingang Yang has been appointed as the director of Easebright.

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In November 2014, certain of our directors and officers, namely, Messrs. Xiaoan He, Xiuyong Zhang, Yong Jiang, and Xiaoming Wang, and Mr. Xuehua Li (who was appointed as the Vice President of Fuwei Films (Shandong) Co., Ltd. in July 2014) caused the transfer of an aggregate of 187,200 ordinary shares of the Company that they collectively own through Everise Investment Management Co., Ltd., a Hong Kong corporation ("Everise Investment"), to Ms. Guo Jing, who is currently the sole director of Everise Investment.

Results of operations for the nine-month periods ended September 30, 2014 compared to September 30, 2013

The table below sets forth certain line items from our Statement of Income as a percentage of revenue:

	Nine-Month Period Ended September 30, 2014		Nine-Month Period Ended September 30, 2013	
	(as % of Revenue)			
Gross loss	(6.0	)	(5.8	)
Operating expenses	(15.7	)	(16.0	)
Operating loss	(21.7	)	(21.9	)
Other expense	(4.0	)	(3.9	)
Income tax expense	0.05		(0.1	)
Net loss	(25.7	)	(25.9	)

Revenue

Our revenue is primarily derived from the manufacture and sale of plastic films.

Net sales during the nine-month period ended September 30, 2014 were RMB209.9 million (US$34.2 million), compared to RMB229.9 million, during the same period in 2013, representing a decrease of RMB20.0 million or 8.7%, mainly due to the reduction of average sales price by 7.8% arising from stronger competition in China and decrease of total sales volumes by 0.9%. The reduction of average sales price caused a decrease of RMB17.9 million and the sales volume caused a decrease of RMB2.1 million.

In the nine-month period ended September 30, 2014, sales of specialty films were RMB57.1 million (US$9.3million) or 27.2% of our total revenues as compared to RMB70.3 million or 30.6% in the same period of 2013, which was a decrease of RMB13.2 million, or 18.8% as compared to the same period in 2013. The reduction of average sales price caused a decrease of RMB1.2 million and the decrease in the sales volume caused a decrease of RMB12.0 million. The decrease was largely attributable to the decrease in sales volume for dry films and heat shrinkable films due to the entrances of new competitors.

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The following is a breakdown of commodity and specialty film sales (amounts in thousands):

	Nine-Month Period Ended September 30, 2014		% of Total		Nine-Month Period Ended September 30, 2013	% of Total	
	RMB	US$			RMB		
Stamping and transfer film	87,099	14,190	41.5	%	107,144	46.6	%
Printing film	25,614	4,173	12.2	%	19,513	8.5	%
Metallization film	5,463	890	2.6	%	13,822	6.0	%
Specialty film	57,110	9,304	27.2	%	70,254	30.6	%
Base film for other applications	34,620	5,641	16.5	%	19,135	8.3	%
	209,906	34,198	100.0	%	229,868	100.0	%

Overseas sales during the nine months ended September 30, 2014 were RMB33.4 million or US$5.4 million, or 15.9% of total revenues, compared with RMB34.9 million or 15.2% of total revenues in the same period in 2013. The decrease of average sales price caused a decrease of RMB4.6 million and the increase in sales volume resulted in an increase of RMB3.1 million. The decrease in overseas sales was mainly due to decrease in sales prices.

The following is a breakdown of PRC domestic and overseas sales (amounts in thousands):

	Nine-Month Period Ended September 30, 2014				Nine-Month Period Ended September 30, 2013		
	RMB	US$	% of Total		RMB	% of Total	
Sales in China	176,516	28,757	84.1	%	194,950	84.8	%
Sales in other countries	33,390	5,441	15.9	%	34,918	15.2	%
	209,906	34,198	100.0	%	229,868	100.0	%

Cost of Goods Sold

Our cost of goods sold comprises mainly of material costs, factory overhead, power, packaging materials and direct labor. The breakdown of our cost of goods sold in percentage is as follows:

	Nine-Month Period Ended September 30, 2014	Nine-Month Period Ended September 30, 2013

	% of total		% of total	
Materials costs	68.2	%	71.8	%
Factory overhead	16.0	%	14.3	%
Energy expense	10.1	%	9.0	%
Packaging materials	2.7	%	2.7	%
Direct labor	3.0	%	2.2	%

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Cost of goods sold during the first nine months of 2014 totaled RMB222.6 million (US$36.3 million) as compared to RMB243.2 million in the same period of 2013. This was RMB20.6 million or 8.5% lower than the same period in 2013. The decrease of unit cost of goods sold caused a decrease of RMB 18.4 million and the decrease in sales volumes caused a decrease of RMB2.2 million. The decrease of cost of goods sold was mainly due to the decrease in sales volumes by 0.9% and decrease in unit cost by 7.6%.

Gross Loss

Our gross loss was RMB12.7 million (US$2.1 million) for the first nine months ended September 30, 2014, representing a gross loss rate of 6.0%, as compared to a gross loss rate of 5.8% for the same period in 2013. Correspondingly, gross loss rate increased by 0.2 percentage. Our average product sales prices decreased by 7.8% compared to the same period last year while the average cost of goods sold decreased by 7.6% compared to the same period last year. Consequently, the amount of decrease in sales revenue was higher than that in cost of goods sold during the nine months ended September 30, 2014 compared with the same period in 2013, which resulted in an increase in our gross loss.

Operating Expenses

Operating expenses for the nine months ended September 30, 2014 were RMB32.9 million (US$5.4 million), compared to RMB36.9 million in the same period in 2013, which was RMB4.0 million or 10.8% lower than the same period in 2013. This decrease is mainly due to decreased R&D expenditure for the first nine-months of 2014.

Other Expense

Total other expense is a combination result of interest income, interest expense and others income (expense). Total other expense during the first nine months of 2014 was RMB8.5 million (US$1.4 million), RMB0.5 million lower than the same period in 2013, which mainly attributed to the increased interest income and others income in 2014.

Income Tax Expense

The income tax benefit was RMB0.1 million (US$0.02 million) during the nine months ended September 30, 2014, compared to income tax expense of RMB0.2 million during the same period in 2013. This decrease was due to changes in deferred tax for the nine months ended September 30, 2014.

Net Loss

Net loss attributable to the Company during the first nine-month period of 2014 was RMB54.0 million (US$8.9 million) compared to net loss attributable to the Company of RMB59.5 million during the same period in 2013, representing a decrease of RMB5.5 million from the same period in 2013 due to the factors described above.

Results of operations for the three-month periods ended September 30, 2014 compared to September 30, 2013

The table below sets forth certain line items from our Statement of Income as a percentage of revenue:

	Three-Month Period Ended September 30, 2014		Three-Month Period Ended September 30, 2013	
	(as % of Revenue)			
Gross profit (loss)	(4.5	)	(13.0	)
Operating expenses	(17.5	)	(12.7	)
Operating loss	(22.0	)	(25.7	)
Other expense	(3.8	)	(4.4	)
Income tax expense	0.12		(0.5	)
Net loss	(25.7	)	(30.6	)

Revenue

Net sales during the third quarter ended September 30, 2014 were RMB69.2 million (US$11.3 million), compared to RMB75.9 million during the same period in 2013, representing a decrease of RMB6.7 million or 8.8%, mainly due to the reduction of average sales price by 0.9% arising from stronger competition in China and a decrease in total sales volumes by 8.0%. The reduction in average sales price caused a decrease of RMB0.6 million and the lower sales volume caused a decrease of RMB6.1 million.

In the third quarter of 2014, sales of specialty films were RMB20.7 million (US$3.4 million) or 30.0% of our total revenues as compared to RMB20.6 million or 27.2% in the same period of 2013, which was an increase of RMB0.1 million, or 0.5% as compared to the same period in 2013. The increase in average sales price caused an increase of RMB0.5 million and the decrease in the sales volume caused a decrease of RMB0.4 million.

The following is a breakdown of commodity and specialty film sales (amounts in thousands):

	Three-Month Period Ended September 30, 2014		% of Total		Three-Month Period Ended September 30, 2013	% of Total	
	RMB	US$			RMB		
Stamping and transfer film	27,177	4,427	39.2	%	35,649	47.0	%
Printing film	8,434	1,374	12.2	%	7,956	10.5	%
Metallization film	1,776	289	2.6	%	3,800	5.0	%

Specialty film	20,740	3,379	30.0 %	20,606	27.2 %
Base film for other application	11,090	1,808	16.0 %	7,879	10.4 %
	69,217	11,277	100.0%	75,890	100.0%

Overseas sales were RMB11.8 million or US$1.9 million, or 17.1% of total revenues, compared with RMB12.8 million or 16.9% of total revenues in the third quarter of 2013. The decrease in average sales price caused a decrease of RMB2.0 million and the increase in sales volume resulted in an increase of RMB1.0 million. The decrease in overseas sales was mainly due to the decrease in average sales price.

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The following is a breakdown of PRC domestic and overseas sales (amounts in thousands):

	Three-Month Period Ended September 30, 2014		% of Total		Three-Month Period Ended September 30, 2013	% of Total	
	RMB	US$			RMB		
Sales in China	57,405	9,353	82.9	%	63,064	83.1	%
Sales in other countries	11,812	1,924	17.1	%	12,826	16.9	%
	69,217	11,277	100.0	%	75,890	100.0	%

Cost of Goods Sold

Our cost of goods sold comprises mainly of material costs, factory overhead, power, packaging materials and direct labor. The breakdown of our cost of goods sold in percentage is as follows:

	Three-Month Period Ended September 30, 2014		Three-Month Period Ended September 30, 2013	
	% of total		% of total	
Materials costs	67.3	%	71.0	%
Factory overhead	16.2	%	14.2	%
Energy expense	10.2	%	10.0	%
Packaging materials	2.9	%	2.5	%
Direct labor	3.4	%	2.3	%

Cost of goods sold during the third quarter of 2014 totaled RMB72.3 million (US$11.8 million) as compared to RMB85.7 million in the same period of 2013. This was RMB13.4 million or 15.6% lower than the same period in 2013. The reduction in unit cost of goods sold caused a decrease of RMB6.6 million and the decrease in sales volume caused a decrease of RMB6.8 million. The reduction was mainly due to the decrease in unit cost of goods sold by 8.3% and decrease in sales volume by 8.0%.

Gross Profit (Loss)

Our gross loss was RMB3.1 million (US$0.5 million) for the third quarter ended September 30, 2014, representing a gross loss rate of 4.5%, as compared to a gross loss rate of 13.0% for the same period in 2013. Correspondingly, gross loss rate decreased by 8.5 percentage point compared to the same period in 2013. Our average product sales prices decreased by 0.9% compared to the same period last year and the average cost of goods sold decreased by 8.3% compared to the same period last year. Consequently, the amount of decrease in cost of goods sold was higher than that in the average sales prices, which resulted in a decrease in our gross loss.

Operating Expenses

Operating expenses for the third quarter ended September 30, 2014 were RMB12.1 million (US$2.0 million), which was RMB2.5 million, or 26.0% higher than the same period in 2013. This increase was mainly due to the increase in general and administration expenses in the third quarter of 2014.

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Other Expense

Total other expense is a combination result of interest income, interest expense and others income (expense). Total other expense during the third quarter ended September 30, 2014 was RMB2.7 million (US$0.4 million), RMB0.6 million lower than the same period in 2013, which mainly attributed to decreased interest expense.

Income Tax Expense

The income tax benefit was RMB0.1 million (US$0.01 million) during the third quarter ended September 30, 2014, compared to income tax expense of RMB0.4 million during the same period in 2013. This decrease was due to changes in deferred tax for the third quarter ended September 30, 2014.

Net Loss

Net loss attributable to the Company during the third quarter ended September 30, 2014 was RMB17.8 million (US$2.9 million) compared to net loss attributable to the Company of RMB23.2 million during the same period in 2013, representing a decrease of RMB5.4 million for the same period in 2013 due to the factors described above.

Liquidity and Capital Resources

Our capital expenditures have been financed primarily from cash generated from our operations and borrowings from financial institutions, including through sale-leaseback transactions. The interest rates of borrowings from financial institutions during the period from the third quarter of 2013 to the third quarter of 2014 ranged from 5.895% to 7.20%.

In April 2014, the Company obtained a loan for a total amount of RMB105 million from Shandong SNTON Optical Materials Technology Co., Ltd ("Shandong SNTON") to pay off five short-term loans to Bank of Communications Co., Ltd. In May, 2014, the Company obtained another loan for the amount of RMB15 million from SNTON Group solely for the purpose of purchasing raw materials. The interest rate of both loans shall be calculated at the benchmark rate, plus an additional 20% of the said benchmark rate, for the loan of the same term announced by the People's Bank of China.

On December 21, 2012, Shandong Fuwei signed a sale-leaseback contract with International Far Eastern Leasing Co., Ltd. ("Far Eastern Leasing"). Far Eastern Leasing purchased certain equipment included in the third production line, and simultaneously leased them back to Shandong Fuwei. Shandong Fuwei will pay rent totaling RMB21.95 million (including interest) to Far Eastern Leasing over the three years ended December 26, 2015. In March 2013, Shandong Fuwei signed another sale-leaseback contract with Far Eastern Leasing, pursuant to which it has agreed to pay total rent of RMB5.49 million (including interest) to Far Eastern Leasing over the three years ended March 27, 2016. The financed equipment mentioned above is covered by an insurance policy, the premium of which will be paid by Shandong Fuwei. The contract was guaranteed by the following entities: Weifang State-owned Assets Operation Administration Company, Fuwei Films (Holdings) Co., Ltd, Fuwei (BVI) Co., Ltd., and Beijing Shiweitong Science and Technology Co., Ltd. In August 2014, Shandong SNTON Group Co., Ltd. accepted the responsibility of guarantee for the Group's obligation from Beijing Shiweitong Technology Development Co., Ltd.

On November 20, 2009, we signed a long-term loan agreement of RMB10.0 million (US$1.629 million) with Weifang Dongfang State-owned Assets Management Co., Ltd., with an eight-year loan term, which became effective on October 19, 2009 and will expire on October 18, 2017. From 2015 to 2016, we will make principal installment payments of RMB3.35 million (US$0.546 million) per year with the remaining principal balance of RMB3.30 million (US$0.538 million) due in 2017. The annual interest rate for the loan is the benchmark interest rate for over five-year loans announced by the People's Bank of China reduced by 10% and the applicable annual interest rate for the period ended September 30, 2014 is 5.895%. The loan is guaranteed by Shandong Deqin Investment & Guarantee Co., Ltd. and is used for our projects.

We believe that, after taking into consideration our present and potential future banking facilities, existing cash and the expected cash flows to be generated from our operations, we will have adequate sources of liquidity to meet our short-term obligations and our working capital requirements.

Operating Activities

Net cash used in operating activities for the nine months ended September 30, 2014 was RMB18.9 million (US$3.1 million) compared to net cash used in operating activities of RMB3.4 million for the nine months ended September 30, 2013. This increase in cash flows used in operating activities was primarily attributable to the increase in cash outflows from accounts payables.

Investing Activities

Net cash used in investing activities for the nine months ended September 30, 2014 was RMB19.5 million (US$3.2 million) compared to net cash used in investing activities of RMB28.1 million for the nine months ended September 30, 2013, which is a decrease of RMB8.6 million (US$1.4 million). This decrease in cash flows used in investing activities was attributable primarily to the interaction effect of decreased outflows related to construction in progress compared to the same period of 2013.

Financing Activities

Net cash provided by financing activities for the nine months ended September 30, 2014 was RMB30.6 million (US$5.0 million) compared to net cash provided by financing activities of RMB30.4 million for the nine months ended September 30, 2013, which is an increase of RMB0.2 million (US$0.033 million).

Working Capital

As of September 30, 2014 and December 31, 2013, we had a working capital deficit of RMB145.2 million (US$23.7 million) and RMB115.6 million, respectively. Working capital deficit increased by RMB29.6 million (US$4.822 million), or 25.6% compared to the amount as of December 31, 2013. Our main current liability was loan with interest from related party totaling RMB123.8 million (US$20.2 million).

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Contractual Obligations

The following table is a summary of our contractual obligations as of September 30, 2014 (in thousands RMB):

	Payments due by period				
Contractual obligations	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Rental obligations	172	151	21	-	-
Purchase commitment	5,886	5,886	-	-	-
Total	6,058	6,037	21	-	-

Third Production Line Update

The third production line has been put into trial operation at the end of January 2013. As of September 2013, our third production line has been approved. A sample diffusion film (a type of TFT-LCD optical film) was preliminarily accepted by a new customer after being delivered for testing. We are supplying small batches of products according to this customer's purchase order. In addition, a sample base film for solar backsheets has been delivered to a customer for initial testing.

Legal Proceedings

From time to time, we may be subject to legal actions and other claims arising in the ordinary course of business. Shandong Fuwei is currently a party to six legal proceedings in China.

On July 9, 2012, a client filed a lawsuit against Shandong Fuwei over the execution of the Procurement Contract between them in Beijing Daxing District People's Court. Shandong Fuwei raised a jurisdictional objection when filing the pleading and Beijing Daxing District People's Court overruled the objection. Shandong Fuwei filed an appeal against the judgment in the First Intermediate People's Court of Beijing. The appeal was then dismissed on January 23, 2013 and the lawsuit will be heard by Beijing Daxing District People's Court with a claim at RMB953, 113 plus its interest. On May 15, 2013, Beijing Daxing District People's Court heard the case and then adjourned the hearing due to the fact that plaintiff failed to provide sufficient evidence. On June 25, 2013, the case was heard in Beijing Daxing

District again but it was also adjourned due to plaintiff's failure to provide sufficient evidence. The case was then scheduled to be heard on August 7, 2013. However, on the day prior to reopening, Shandong Fuwei was informed by Beijing Daxing District People's Court that the hearing was adjourned one more time for the same reason that plaintiff failed to provide sufficient evidence. On April 21, 2014, the case was heard. The plaintiff again failed to provide sufficient evidence and the hearing was adjourned. On May 28, 2014, the case was heard. The plaintiff provided some new evidence. On August 25, 2014, the case was heard. On November 5, 2014, the court accepted the withdrawal application from the plaintiff.

On January 21, 2014, a Hong Kong citizen filed a lawsuit against Shandong Fuwei in the Intermediate People's Court of Weifang to claim a refund of US$500,000 (approximately RMB4,138,250) and related interest of RMB2,331,784 alleging that in accordance to an oral agreement between the plaintiff and Shandong Fuwei in June 2005, to purchase ordinary shares of the Company, the plaintiff transferred US$500,000 to Wellplus Investments Limited, a company registered in Hong Kong, for acquiring the ordinary shares of the Company. The plaintiff has filed a lawsuit for non-performance. Shandong Fuwei believes that no agreement was reached between Shandong Fuwei and the plaintiff. The case was heard by the Intermediate People's Court of Weifang on April 3, 2014. On October 28, 2014, the case was heard again and the plaintiff submitted some new evidence. The case is in the process of hearing and has not been decided yet.

On June 28, 2014, an equipment supplier filed a lawsuit against Shandong Fuwei over the execution of the Procurement Contract between them in Weifang High-Tech District People's Court with a claim at RMB844,000 plus interest of RMB134,000. The case is under settlement negotiation.

On September 26, 2014, a client filed a lawsuit against Shandong Fuwei over the execution of the Procurement Contract between them in Beijing Daxing District People's Court with a claim at RMB99,702.88. Shandong Fuwei raised a jurisdictional objection when filing the pleading and Beijing Daxing District People's Court has not made a judgment yet.

On October 24, 2014, an equipment supplier filed a lawsuit against Shandong Fuwei over the execution of the Procurement Contract between them in Weifang High-Tech District People's Court with a claim at RMB38,000. The case is under settlement negotiation.

On October 24, 2014, an equipment supplier filed a lawsuit against Shandong Fuwei over the execution of the Procurement Contract between them in Weifang High-Tech District People's Court with a claim at RMB1,088,341.91 plus deferred payment penalty of RMB770,000. The case is under settlement negotiation.

Exhibit Index

Exhibit No.	Description
99.1	Press Release dated November 20, 2014.

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SIGNATURE

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

Fuwei Films (Holdings) Co., Ltd.

By: /s/ Xiaoan He

Name: Xiaoan He
Title: Chairman and Chief Executive Officer

Dated: November 20, 2014

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