

SMARTHEAT INC.

Form 3

May 28, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Northtech Holdings Inc.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/21/2012

3. Issuer Name **and** Ticker or Trading Symbol
SMARTHEAT INC. [HEAT]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting PersonMILL MALL 6 WICKHAMS
CAY1,Â P. O. BOX 3085 ROAD
TOWN

(Street)

TORTOLA,Â D8Â VG1110

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.001

1,300,000

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Northtech Holdings Inc.
MILL MALL 6 WICKHAMS CAY1
P. O. BOX 3085 ROAD TOWN
TORTOLA, D8 VG1110

Â Â X Â Â

Signatures

/s/ Xudong Wang, Director, On behalf of Northtech Holdings Inc.

05/28/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Remarks:

On July 27, 2012, the Reporting Person provided to the Issuer a \$2,000,000 secured revolving credit Agreement (the "Credit Facility"). At the Issuer's option, all amounts due under the Credit Facility, could be paid in shares of the Issuer's common stock. In the event the Issuer elected to repay a Reporting Person would pay the Issuer an amount equal to the number of shares issued multiplied to the Reporting Person by the Issuer under the Credit Facility. The Credit Facility was filed as 8-K, filed with the Securities and Exchange Commission on August 1, 2012.

On December 21, 2012, a total of \$1,384,455.77 was outstanding under the Credit Facility, comprised Board of Directors at a meeting held on December 14, 2012, elected to repay \$1,300,000 of \$1,384,455.77 stock. On December 21, 2012, a total of 1,300,000 shares of the Issuer's common stock were issued outstanding under the Credit Facility.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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