

CHINA RECYCLING ENERGY CORP
Form 10-Q/A
November 15, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the quarterly period ended September 30, 2018

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

Commission File No. 000-12536

China Recycling Energy Corporation

(Exact Name of Registrant as Specified in Its Charter)

Nevada **90-0093373**
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

4/F, Tower C

Rong Cheng Yun Gu Building

Keji 3rd Road, Yanta District

Xi'an City, Shaanxi Province

China 710075

(Address of Principal Executive Offices, Zip Code)

Registrant's Telephone Number, Including Area Code: + 86-29-8765-1098

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

| | |
|-------------------------|---------------------------|
| Large accelerated filer | Accelerated filer |
| Non-accelerated filer | Smaller reporting company |
| Emerging growth company | |

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the registrant's Common Stock, as of November 12, 2018, was 10,295,280.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (“Amendment No. 1”) to the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2018, of China Recycling Energy Corporation, as filed with the Securities and Exchange Commission on November 14, 2018 (the “Original Filing”), is being filed for the sole purpose of correcting a typographical error on the cover page of the Original Filing that resulted in the submission of an incorrect number of shares outstanding as of November 12, 2018.

Except for the foregoing, this Amendment No. 1 does not update or modify any of the information contained in the Original Filing. Other than as specifically set forth herein, this Amendment No. 1 continues to speak as of the date of the Original Filing. No attempt has been made in this Amendment No. 1 to modify or update the disclosures presented in the Original Filing or to modify or update those disclosures that may be affected by subsequent events.

Accordingly, this Amendment No. 1 should be read in conjunction with the Original Filing and the registrant’s other filings with the Securities and Exchange Commission. As required by Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, this Amendment No. 1 includes updated certifications from the Company’s principal executive officer and principal financial officer as Exhibits 31.3, 31.4, 32.3 and 32.4.

SIGNATURES

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.

CHINA RECYCLING ENERGY CORPORATION (Registrant)

Date: November 15, 2018 /s/ Guohua Ku
Guohua Ku

Chairman of the Board and
Chief Executive Officer
(Principal Executive Officer)

Date: November 15, 2018 /s/ Binfeng Gu
Binfeng Gu

Chief Financial Officer,
Principal Financial Officer and Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|---|
| 31.3 | <u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a).</u> * |
| 31.4 | <u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a).</u> * |
| 32.3 | <u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350.</u> † |
| 32.4 | <u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.</u> † |

* Filed herewith.

† Furnished herewith.