

8-K 1 f8k101419\_nfenergy.htm CURRENT REPORT

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

**FORM 8-K  
CURRENT REPORT**

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

October 14, 2019  
Date of Report  
(Date of earliest event reported)

**NF ENERGY SAVING CORPORATION**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-50155**  
(Commission  
File Number)

**02-0563302**  
(IRS Employer  
Identification No.)

**390 Qingnian Avenue, Heping District  
Shenyang, P.R. China 110015**

(Address of principal executive offices and zip code)

**(8624) 8563-1159**

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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**Item 1.01. Entry into a Material Definitive Agreement.**

The Registrant entered into an agreement with Power Up Lending Group Ltd. (“Power Up”) to sell a convertible note (the “**Note**”) of the Company, in the form attached herewith, in the aggregate principal amount of \$83,000.00. The Note has a maturity date of October 14, 2020 and carries a 6% annual interest.

The conversion price under the Note is 65% multiplied by the market price representing a discount rate of 35%. The reserved number of shares exercisable upon conversion of the Note will be initially 729,670 shares, provided that the holder of the Note may not become more than a 4.99% holder of the outstanding shares of Common Stock of the Registrant, all as defined, qualified and more fully described in the agreement and in the Note filed herewith, and subject to regulatory approvals.

The Registrant previously entered into an agreement with Power Up to sell a convertible note in the aggregate principal amount of \$153,000.00, on September 27, 2019 (the “September Note”). The Securities Purchase Agreement and the Convertible Note relating to the September Note have been filed as Exhibits 2.1 and 2.2 to the Registrant’s Current Report on Form 8-K dated October 4, 2019.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- 2.1 [Securities Purchase Agreement between the Registrant and Power Up Lending Group Ltd. dated October 14, 2019](#)
- 2.2 [Convertible Promissory Note \(\\$83,000 principal amount\), Issue Date October 14, 2019](#)

**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.

Date: October 18, 2019

NF ENERGY SAVING CORPORATION.  
(Registrant)

By: /s/ Tiewei Song  
Tiewei Song  
Chief Executive Officer