

Fuwei Films (Holdings), Co. Ltd.
Form 20-F/A
September 04, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 20-F/A
(Amendment No. 2)**

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

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

For the fiscal year ended December 31, 2011

OR

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

For the transition period from _____ to _____

OR

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

OR

Date of event requiring this shell company report _____

Commission file number: 001-33176

Fuwei Films (Holdings) Co., Ltd.

(Exact name of Registrant as specified in its charter)

(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

No. 387 Dongming Road

Weifang Shandong

People's Republic of China, Postal Code: 261061

(Address of principal executive offices)

Lysander Lee

Tel: +86 133 615 59266

fuweiir@fuweifilms.com

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

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Title of each class Name of each exchange on which registered
Ordinary Shares NASDAQ Global Market

Securities registered or to be registered pursuant to Section 12(g) of the Act. None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. None

As of December 31, 2011, there were 13,062,500 ordinary shares outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note - Checking the box will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

International Financial Reporting Standards as issued by
U.S. GAAP "Other"
the International Accounting Standards Board

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

"Item 17" "Item 18"

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

"Yes" "No"

Explanatory Note

This Annual Report on Form 20-F/A (“Form 20-F/A”) is being filed as Amendment No. 2 to our Annual Report on Form 20-F for the year ended December 31, 2011 (“Form 20-F”), which was originally filed with the Securities and Exchange Commission (the “SEC”) on April 12, 2012 and was amended on May 7, 2012. This Form 20-F/A amends and restates Item 19. Exhibits to refile Exhibit 4.32 which was originally filed with the Form 20-F with certain portions of the Exhibit omitted. The Exhibit 4.32 is being re-filed in response to the SEC comments in connection with the confidential treatment request that was separately filed with the SEC to revise the redacted Exhibit to indicate at the appropriate place in the Exhibit that the confidential portions have been omitted and filed separately with the SEC.

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Part III

Item 19. Exhibits.

The following exhibits are filed as part of this Annual Report:

| No. | Description |
|------|---|
| 4.32 | Amendment No. 1 to the Contract between Fuwei Films (Shandong) Co. Ltd. and Lindauer Dornier GmbH, dated July 22, 2011.* |
| 12.1 | Certification of Chief Executive Officer required by Section 302 of the Sarbanes-Oxley Act of 2002. |
| 12.2 | Certification of Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act of 2002. |
| 13.1 | Certification of Chief Executive Officer and Chief Financial Officer required by Section 906 of the Sarbanes-Oxley Act of 2002. |

* Certain portions of this Exhibit on pages 2, 3, and 4 have been omitted based upon a request for confidential treatment and the omitted portions have been separately filed with the Securities and Exchange Commission.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing Form 20-F/A and has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

Fuwei Films (Holdings) Co., Ltd.

By: /s/ Xiaoan He

Name: Xiaoan He

Title: Chairman, Chief Executive Officer

By: /s/ Xiuyong Zhang

Name: Xiuyong Zhang

Title: Chief Financial Officer

Dated: September 4, 2012