

SMARTHEAT INC.
Form 8-K
October 30, 2008

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

Date of Report (Date of earliest event reported): October 29, 2008

SMARTHEAT INC.

(Exact Name of Registrant as Specified in Charter)

Nevada
(State or other jurisdiction
of incorporation)

000-53052
(Commission File
Number)

98 -0514768
(IRS Employer
Identification No.)

A-1, 10, Street 7
Shenyang Economic and Technological Development Zone

Shenyang, China
(Address of principal executive offices)

110027
(Zip Code)

Registrant's telephone number, including area code: **+86 (24) 2519-7699**

(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:

- 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 DFR 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))

Item 2.02

Results of Operations and Financial Condition.

On October 29, 2008, SmartHeat Inc. ("SmartHeat" or the "Company") issued a press release announcing that it expects to report favorable financial results for the quarter ended September 30, 2008. The information contained in the press release is deemed to be "filed" under the Securities Exchange Act of 1934 as Exhibit 99.1 to this report, and such press release is incorporated herein by reference.

Item 8.01.

Other Events.

SmartHeat's October 29, 2008 press release further announced that the Company was awarded product supply contracts totaling \$5 million from Dalkia (Jiamusi) -- a subsidiary of Dalkia International.

Item 9.01

Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release of SmartHeat Inc. dated October 29, 2008. Exhibit 99.1 is deemed to be "filed" under the Securities Exchange Act of 1934 in this Current Report on Form 8-K.

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 hereunto duly authorized.

| | | |
|------------------------|----------------|---|
| | SmartHeat Inc. | |
| Date: October 30, 2008 | By: | /s/ Jun Wang Name: Jun Wang Title: Chairman & CEO |