

Canadian Solar Inc.  
Form SC TO-I/A  
June 05, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**Amendment No. 1  
to  
SCHEDULE TO  
(Rule 14d-100)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**CANADIAN SOLAR INC.**  
(Name of Subject Company (Issuer))

**CANADIAN SOLAR INC.**  
(Names of Filing Person (Offeror))  
**6.0% Convertible Senior Notes due 2017**  
(Title of Class of Securities)  
**136635 AA 7 and 136635 AB 5**  
(CUSIP Number of Class of Securities)

**Shawn Qu**  
**President and Chief Executive Officer**  
**No. 199 Lushan Road**  
**Suzhou New District**  
**Suzhou, Jiangsu 215129**  
**People's Republic of China**  
**(86-512) 6690-8088**  
(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of the Filing Persons)

COPIES TO:  
**David T. Zhang, Esq.**  
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**Latham & Watkins LLP**  
**41<sup>st</sup> Floor, One Exchange Square**  
**8 Connaught Place Central**  
**(852) 2522-7886**

CALCULATION OF FILING FEE

**Transaction Valuation**  
\$153,100,694 (1)

**Amount of Filing Fee**  
\$6,017 (2)

(1) Estimated solely  
for the purpose

of determining  
the filing fee.

The amount  
assumes  
conversion of  
all outstanding  
\$75,000,000  
6.0%

Convertible  
Senior Notes  
due 2017 and  
the receipt by  
noteholders of  
an aggregate  
50.6073 shares  
per \$1,000  
principal  
amount of notes  
plus additional  
consideration of  
\$117.00 per  
\$1,000 principal  
amount of notes  
receivable in  
shares. The  
market value of  
the 50.6073  
shares per  
\$1,000 principal  
amount of notes  
is estimated  
based on the  
average of the  
high and low  
prices of the  
shares reported  
on the Nasdaq  
Global Market  
on May 23,  
2008.

- (2) The amount of  
the filing fee  
was calculated  
at a rate of  
\$39.30 per  
\$1,000,000 of  
the transaction  
value. The filing  
fee was  
previously paid

with the  
Schedule TO  
filed on May 27,  
2008.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$6,017  
Form or Registration No.: Schedule TO-I

Filing Party: Canadian Solar Inc.  
Date Filed: May 27, 2008

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4
- going-private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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INTRODUCTORY STATEMENT

SIGNATURE

EXHIBIT INDEX

Exhibit (a)(5)(ii) Notice to holders of Convertible Notes dated June 5, 2008

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**INTRODUCTORY STATEMENT**

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the SEC) on May 27, 2008 (the Schedule TO) by Canadian Solar Inc., a corporation organized under the laws of Canada (the Company), relating to the offer by the Company to increase the conversion rate upon the conversion of any and all of its outstanding 6.0% Convertible Senior Notes due 2017 (the Convertible Notes) into its common shares, to disseminate information regarding the financial statements included in our annual report on form 20-F for the fiscal year ended December 31, 2007, filed with the SEC after the commencement of the conversion offer.

**ITEM 10. FINANCIAL STATEMENTS.**

(a) *Financial Information.* The financial information set forth in the Company's annual report on Form 20-F for the fiscal year ended December 31, 2007, as filed with the SEC on June 3, 2008, is incorporated herein by reference.

(b) Item 10 of the Schedule TO is hereby amended and supplemented by adding the following as a third bullet under the heading "Incorporation of Certain Documents by Reference" of the conversion offer memorandum:

Our annual report on Form 20-F for the fiscal year ended December 31, 2007, filed with the SEC on June 3, 2008.

(b) Item 10 of the Schedule TO is hereby further amended and supplemented by deleting the . . . at the end of the second bullet point and replacing it with ; and under the heading "Incorporation of Certain Documents by Reference" of the conversion offer memorandum.

**ITEM 12. EXHIBITS.**

Item 12 of the Schedule TO is hereby amended and supplemented by the addition of Exhibit (a)(5)(ii) and, as so amended, is restated as follows:

(a)(1)(i) Conversion Offer Memorandum, dated May 27, 2008.\*

(a)(1)(ii) Letter of Transmittal.\*

(a)(1)(iii) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*

(a)(1)(iv) Letter to Clients.\*

(a)(1)(v) Form W-9 and Instructions thereto.\*

(a)(5)(i) Press Release, dated May 27, 2008.\*

(a)(5)(ii) Notice to holders of Convertible Notes dated June 5, 2008.

(d)(1) Indenture dated December 10, 2007, between the Company and The Bank of New York, as trustee (incorporated herein by reference to Exhibit 4.2 to the Company's Registration Statement on Form F-3, as amended, initially filed with the SEC on March 3, 2008 (No. 333-149497)).\*

(d)(2) Registration Rights Agreement dated December 10, 2007 between the Company and Piper Jaffray & Co., as initial purchaser (incorporated herein by reference to Exhibit 4.4 to the Company's Registration Statement on Form F-3, as amended, initially filed with the SEC on March 3, 2008 (No. 333-149497)).\*

\* Previously filed with the Schedule TO on May 27, 2008.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**CANADIAN SOLAR INC.**

By: /s/ Shawn (Xiaohua) Qu  
Name: Shawn (Xiaohua) Qu  
Title: Chairman, President and  
Chief Executive Officer

Dated: June 5, 2008

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**EXHIBIT INDEX**

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
(a)(1)(i)	Conversion Offer Memorandum, dated May 27, 2008.*
(a)(1)(ii)	Letter of Transmittal.*
(a)(1)(iii)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(iv)	Letter to Clients.*
(a)(1)(v)	Form W-9 and Instructions thereto.*
(a)(5)(i)	Press Release, dated May 27, 2008.*
(a)(5)(ii)	Notice to holders of Convertible Notes dated June 5, 2008.
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