

NF Energy Saving Corp
Form 8-K
May 01, 2019

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): April 30, 2019

NF ENERGY SAVING CORPORATION

(Exact Name of Registrant as Specified in Charter)

| | | |
|------------------------------|--------------------------|---------------------|
| Delaware | 001-34890 | 02-0563302 |
| (State or Other Jurisdiction | (Commission File Number) | (IRS Employer |
| of Incorporation) | | Identification No.) |

390 Qingnian Avenue, Heping District
Shenyang, P.R. China 110015
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(8624) 8563-1159**

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(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 ☐

Item 4.01 Changes in Registrant's Certifying Accountant.

Previous independent registered public accounting firm

On April 16, 2019, our board of directors resolved to dismiss Centurion ZD CPA & Co. as our independent accountants, which dismissal was communicated to Centurion ZD CPA & Co. on April 17, 2019.

Centurion ZD CPA & Co. was engaged by us on December 26, 2018 and has not rendered any reports on any of our financial statements. Therefore, Centurion ZD CPA & Co. has neither provided any adverse opinion or qualifications on our financial statements nor had a disagreement with the Company since their engagement on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements that, if not resolved to Centurion ZD CPA & Co.'s satisfaction, would have caused Centurion ZD CPA & Co. to make reference to the subject matter of the disagreement in connection with the audit of the Company's financial statements.

None of the reportable events described under Item 304(a)(1)(v)(A)-(D) of Regulation S-K occurred within period of the engagement of Centurion ZD CPA & Co. up to the date of dismissal.

We have provided Centurion ZD CPA & Co. with a copy of this report prior to its filing with the Securities and Exchange Commission (the "SEC"). Centurion ZD CPA & Co. has provided a letter to us, dated April 30, 2019 and addressed to the SEC, which is attached hereto as Exhibit 16.1 and is hereby incorporated herein by reference.

New independent registered public accounting firm

On April 16, 2019, we engaged HHC, LLP as our independent registered public accounting firm for our fiscal year ended December 31, 2019. The decision to engage HHC, LLP as our independent registered public accounting firm was approved by our board of directors.

During the two most recent fiscal years and through the date of this report, we have not consulted with HHC, LLP regarding any of the following:

1. the application of accounting principles to any specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements;

2. the type of audit opinion that might be rendered on the Company's financial statements by HHC, LLP, in either case where written or oral advice provided by HHC, LLP would be an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issues; or

3. any matter that was either the subject of a disagreement (as defined in paragraph (a)(1)(iv) of Item 304 of Regulation S-K and the related instructions thereto) or a reportable event (as described in paragraph (a)(1)(v) of Item 304 of Regulation S-K).

Item 9.01. Financial Statements and Exhibits

Exhibit Description

16.1 Letter from Centurion ZD CPA & Co. on Change in Certifying Accountant

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.

NF Energy Saving Corporation

By: /s/ Yongquan Bi
Name: Yongquan Bi
Title: Chief Executive Officer

Dated: April 30, 2019