

Canadian Solar Inc.  
Form SC 13G/A  
February 14, 2014

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 1)\*

Canadian Solar  
Inc.  
(Name of  
Issuer)

Common  
Shares, no par  
value  
(Title of Class  
of Securities)

136635109  
(CUSIP  
Number)

December 31,  
2013  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is

filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page 1 of 12

Pages)

---

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAME OF REPORTING PERSON
	Ardsley Partners Fund II, L.P.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	0 SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	628,700 Common Shares
<b>7</b>	SOLE DISPOSITIVE POWER
	0 SHARED DISPOSITIVE POWER
<b>8</b>	628,700 Common Shares
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

628,700 Common  
Shares

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

1.4%

TYPE OF

REPORTING

**12**

PERSON

PN

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Ardsley Partners Institutional Fund, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	521,300 Common Shares
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	521,300 Common Shares
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING  
PERSON

521,300 Common  
Shares

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

**10**

ROW (9)

EXCLUDES  
CERTAIN  
SHARES

PERCENT OF  
CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW  
(9)

1.1%

TYPE OF  
REPORTING  
PERSON

**12**

PN

	NAME OF REPORTING PERSON
<b>1</b>	Ardsley Partners Renewable Energy Fund, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	0 SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	275,000 Common Shares
<b>7</b>	SOLE DISPOSITIVE POWER
	0 SHARED DISPOSITIVE POWER
<b>8</b>	
	275,000 Common Shares
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING  
PERSON

275,000 Common  
Shares

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

0.6%  
TYPE OF  
REPORTING  
PERSON

**12**

PN



<b>1</b>	NAME OF REPORTING PERSON
	Ardsley Advisory Partners
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	New York
<b>5</b>	SOLE VOTING POWER
	0
	SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	1,425,000
	Common Shares
<b>7</b>	SOLE DISPOSITIVE POWER
	0
	SHARED DISPOSITIVE POWER
<b>8</b>	1,425,000
	Common Shares
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

1,425,000 Common  
Shares

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

**10**

ROW (9)  
EXCLUDES

CERTAIN  
SHARES

PERCENT OF  
CLASS

REPRESENTED BY  
AMOUNT IN ROW

**11**

(9)

3.1%

TYPE OF  
REPORTING  
PERSON

**12**

PN; IA

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Ardsley Partners I CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	New York
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	1,425,000 Common Shares
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	1,425,000 Common Shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,425,000 Common  
Shares

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

**10**

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**11**

3.1%  
TYPE OF  
REPORTING  
PERSON

**12**

PN

<b>1</b>	NAME OF REPORTING PERSON
	Philip J. Hempleman
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	0 SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	1,785,000 Common Shares
<b>7</b>	SOLE DISPOSITIVE POWER
	0 SHARED DISPOSITIVE POWER
<b>8</b>	1,785,000 Common Shares
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,785,000 Common  
Shares

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 3.9%  
TYPE OF  
REPORTING  
PERSON

IN

**Item 1(a). NAME OF ISSUER**

The name of the issuer is Canadian Solar Inc. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 545 Speedvale Avenue, West Guelph, Ontario N1K 1E6.

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

- (i) Ardsley Partners Fund II, L.P., a Delaware limited partnership ("AP II"), with respect to the Common Shares (as defined in Item 2(d) below) directly owned by it;
- (ii) Ardsley Partners Institutional Fund, L.P., a Delaware limited partnership ("Ardsley Institutional"), with respect to the Common Shares directly owned by it;
- (iii) Ardsley Partners Renewable Energy Fund, L.P., a Delaware limited partnership ("Ardsley Energy"), with respect to the Common Shares directly owned by it;

Ardsley Advisory Partners, a New York general partnership ("Ardsley") which serves as Investment  
(iv) Adviser of AP II, Ardsley Institutional and Ardsley Energy, with respect to the Common Shares directly owned by AP II, Ardsley Institutional and Ardsley Energy;

Ardsley Partners I, a New York general partnership ("Ardsley Partners") which serves as General Partner  
(v) of AP II, Ardsley Institutional and Ardsley Energy, with respect to the Common Shares owned by AP II, Ardsley Institutional and Ardsley Energy; and

Philip J. Hempleman ("Mr. Hempleman"), the Managing Partner of Ardsley and Ardsley Partners, with  
(vi) respect to the Common Shares owned by AP II, Ardsley Institutional, Ardsley Energy and with respect to the Common Shares owned by certain accounts managed by him directly.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party. The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13(d) of the Act, the beneficial owner of the Common Shares reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

Edgar Filing: Canadian Solar Inc. - Form SC 13G/A

The address of the business office of each of the Reporting Persons is 262 Harbor Drive, Stamford, Connecticut 06902.



**Item 2(c). CITIZENSHIP**

AP II, Ardsley Institutional and Ardsley Energy are Delaware limited partnerships. Ardsley and Ardsley Partners are New York general partnerships. Mr. Hempleman is a United States citizen.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Shares, no par value (the "Common Shares")

**Item 2(e). CUSIP NUMBER**

136635109

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

**Item 4. OWNERSHIP**

The information required by Items 4(a) – (c) is set forth in Rows 5-11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

The percentages used in this Schedule 13G are calculated based upon 46,133,864 Common Shares reported to be outstanding as of August 13, 2013 in the Company's Rule 424(b)(5) Prospectus filed on August 15, 2013 after the consummation of the transactions reported therein. The percentages used herein and in the rest of the Schedule 13G are based upon such number of Common Shares outstanding.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X]

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing

the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 14, 2014

ARDSLEY  
PARTNERS FUND  
II, L.P.  
BY: ARDSLEY  
PARTNERS I,  
GENERAL  
PARTNER

BY:/s/ Steve Napoli  
Steve Napoli  
General Partner

ARDSLEY  
PARTNERS  
INSTITUTIONAL  
FUND, L.P.  
BY: ARDSLEY  
PARTNERS I,  
GENERAL  
PARTNER

BY:/s/ Steve Napoli  
Steve Napoli  
General Partner

ARDSLEY  
PARTNERS  
RENEWABLE  
ENERGY FUND,  
L.P.  
BY: ARDSLEY  
PARTNERS I,  
GENERAL  
PARTNER

BY:/s/ Steve Napoli  
Steve Napoli

General Partner

ARDSLEY  
ADVISORY  
PARTNERS

BY: /s/ Steve Napoli  
Steve Napoli  
General Partner

CUSIP No. 136635109 13G/APage 12 of 12 Pages

ARDSLEY PARTNERS I

BY:/s/ Steve Napoli  
Steve Napoli  
General Partner

PHILIP J. HEMPLEMAN,  
INDIVIDUALLY

BY:/s/ Steve Napoli  
Steve Napoli  
As attorney in fact for  
Philip J. Hempleman

\* Evidence of Power of  
Attorney was filed with the  
Schedule 13G/A filed on  
February 15, 2006 (Acc-no:  
0000902664-06-000895)  
and is incorporated by  
reference into this filing.