

Carlyle Holdings II L.P.
Form 4
November 07, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CAGP, LTD.

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE
SERVICES, (CAYMAN) LIMITED,
190 ELGIN AVENUE

(Street)

GEORGE TOWN, GRAND
CAYMAN, E9 KY1-9005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CHINA RECYCLING ENERGY
CORP [CREG]

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock \$0.001 par value	11/06/2014		S		1,142,857	D	\$ 1.75
							8,248,233
							I
							See footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
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number.**

SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

CAGP, LTD.
C/O INTERTRUST CORPORATE SERVICES
(CAYMAN) LIMITED, 190 ELGIN AVENUE
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

X

TC Group Cayman Investment Holdings, L.P.
C/O INTERTRUST CORPORATE SERVICES
(CAYMAN) LIMITED, 190 ELGIN AVENUE
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

X

TC Group Cayman Investment Holdings Sub L.P.
C/O INTERTRUST CORPORATE SERVICES
(CAYMAN) LIMITED, 190 ELGIN AVENUE
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

X

CAGP GENERAL PARTNER, L.P.
C/O INTERTRUST CORPORATE SERVICES
(CAYMAN) LIMITED, 190 ELGIN AVENUE
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

X

CARLYLE ASIA GROWTH PARTNERS III, L.P.
C/O INTERTRUST CORPORATE SERVICES
(CAYMAN) LIMITED, 190 ELGIN AVENUE
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

X

CAGP III CO-INVESTMENT, L.P.
C/O INTERTRUST CORPORATE SERVICES
(CAYMAN) LIMITED, 190 ELGIN AVENUE
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

X

Carlyle Group Management L.L.C.
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S
WASHINGTON, DC 20004 X

Carlyle Group L.P.
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S
WASHINGTON, DC 20004 X

Carlyle Holdings II GP L.L.C.
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S
WASHINGTON, DC 20004 X

Carlyle Holdings II L.P.
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S
WASHINGTON, DC 20004 X

Signatures

CAGP LTD. By: /s/ Norma Kuntz, attorney-in-fact	11/07/2014
<u> </u> **Signature of Reporting Person	Date
CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ Norma Kuntz, attorney-in-fact	11/07/2014
<u> </u> **Signature of Reporting Person	Date
THE CARLYLE GROUP L.P. By: /s/ Norma Kuntz, attorney-in-fact	11/07/2014
<u> </u> **Signature of Reporting Person	Date
CARLYLE HOLDINGS II GP L.L.C. By: /s/ Norma Kuntz, attorney-in-fact	11/07/2014
<u> </u> **Signature of Reporting Person	Date
CARLYLE HOLDINGS II L.P. By: /s/ Norma Kuntz, attorney-in-fact	11/07/2014
<u> </u> **Signature of Reporting Person	Date
TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P. By: /s/ Norma Kuntz, attorney-in-fact	11/07/2014
<u> </u> **Signature of Reporting Person	Date
TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P. By: /s/ Norma Kuntz, attorney-in-fact	11/07/2014
<u> </u> **Signature of Reporting Person	Date
CAGP GENERAL PARTNER, L.P. By: /s/ Norma Kuntz, attorney-in-fact	11/07/2014
<u> </u> **Signature of Reporting Person	Date
CARLYLE ASIA GROWTH PARTNERS III, L.P. By: /s/ Norma Kuntz, attorney-in-fact	11/07/2014
<u> </u> **Signature of Reporting Person	Date
CAGP III Co-INVESTMENT, L.P. By: /s/ Norma Kuntz, attorney-in-fact	11/07/2014
<u> </u> **Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Following the consummation of the transactions reported herein, Carlyle Asia Growth Partners III, L.P. and CAGP III Co-Investment, L.P. are the record holders of 7,896,971 and 351,262 shares, respectively, of Common Stock of China Recycling Energy Corporation.

Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P. which is a publicly traded entity listed on NASDAQ.

- (1) The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole shareholder of CAGP, Ltd., which is the general partner of CAGP General Partner, L.P., which is the general partner of each of Carlyle Asia Growth Partners III, L.P. and CAGP III Co-Investment, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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