

China XD Plastics Co Ltd
 Form 4
 September 29, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 XD Engineering Plastics Co Ltd

(Last) (First) (Middle)

PO BOX 957,
 OFFSHORE, INCORPORATIONS
 CTR ROAD TOWN

(Street)

TORTOLA, D8 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 China XD Plastics Co Ltd [CXDC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/28/2011

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)
 X Form filed by One Reporting Person
 ___ 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock of par value \$0.0001	09/28/2011		J		16,000,000 (1)	D	\$ 0 24,382,598 D

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

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SEC 1474
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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
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

XD Engineering Plastics Co Ltd
PO BOX 957, OFFSHORE
INCORPORATIONS CTR ROAD TOWN
TORTOLA, D8 00000

X

Signatures

/s/ Jie HAN, Director, on behalf of XD. Engineering Plastics Co Ltd

09/28/2011

__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).

Pursuant to a Securities Purchase Agreement (the "SPA") entered into by and between XD Plastics Company Limited (the "Issuer"), MSPEA Modified Plastics Holding Limited (the "Purchaser"), Jie HAN, and the Reporting Person on August 15, 2011, the Reporting Person entered into a Share Pledge Agreement with the Purchaser on September 28, 2011. Pursuant to the Share Pledge Agreement, the

(1) Reporting Person pledged 16,000,000 shares of common stock of the Issuer that it holds (the "Pledged Shares") to the Purchaser to secure certain obligations of the Issuer, Jie HAN, and the Reporting Person itself under the SPA (the "Secured Obligations"). The Reporting Person may not transfer or otherwise dispose of the Pledged Shares without the prior written consent of the Purchaser until satisfaction in full of the Secured Obligations. No price was paid for the Pledged Shares by the Purchaser.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.