

**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 17, 2024**

EMEREN GROUP LTD
(Exact Name of Registrant as Specified in Its Charter)

British Virgin Islands
(State or other jurisdiction
of incorporation)

001-33911
(Commission
File Number)

N/A
(IRS Employer
Identification No.)

149 Water Street, Suite 302
Norwalk, Connecticut
(Address of principal executive offices)

06854
(Zip Code)

Registrant's telephone number, including area code: +1 925-425-7335

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing Common stock, 10 shares, no par value per share	SOL	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On April 17, 2024, Emeren Group Ltd (the “Company”) received a notice from the New York Stock Exchange (the “NYSE”) indicating that the Company is not in compliance with the NYSE’s continued listing requirements under the timely filing criteria outlined in Section 802.01E of the NYSE Listed Company Manual as a result of its failure to timely file its Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

As previously disclosed in a Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 2, 2024, the Company was notified by its independent registered public accounting firm of its decision to resign from its role. The Company’s independent registered public accounting firm evaluation and engagement process is ongoing. As a result of the Company’s transition to a new independent registered public accounting firm, the Company is unable to timely file its Annual Report on Form 10-K for the fiscal year ended December 31, 2023. The Company continues to work to file its Form 10-K with the SEC as soon as possible.

The NYSE has informed the Company that, under the NYSE rules, the Company will have six months, until October 16, 2024, to file its Form 10-K with the SEC. The Company can regain compliance with the NYSE listing standards at any time prior to such date by filing the Form 10-K with the SEC. If the Company fails to file its Form 10-K prior to such date, then the NYSE may grant, at its discretion, a further extension of up to six months, depending on the specific circumstances. The letter from the NYSE also notes that the NYSE may commence delisting proceedings at any time if the circumstances warrant.

The Company issued on April 19, 2024 a press release announcing the receipt of the NYSE notice. The press release is filed as Exhibit 99.1 hereto and is hereby incorporated by reference into this Item 3.01.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits:*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Emeren Group Ltd
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

EMEREN GROUP LTD

Date: April 19, 2024

By: /s/ Ke Chen

Ke Chen
Chief Financial Officer



Emeren Group Announces Receipt of Notice of Late Filing from NYSE

Stamford, CT, April 19, 2024 – Emeren Group Ltd ("Emeren" or the "Company") (www.emeren.com) (NYSE: SOL), a leading global solar project developer, owner, and operator, today announced that on April 17, 2024, it received a notice from the New York Stock Exchange (NYSE) indicating non-compliance with the NYSE's continued listing requirements due to the delayed filing of its Annual Report on Form 10-K for the fiscal year ended December 31, 2023. This notification, while highlighting the need for timely filings under Section 802.01E of the NYSE Listed Company Manual, does not immediately affect the listing of Emeren's common stock.

The NYSE has provided Emeren a six-month period, until October 16, 2024, to file the Form 10-K and regain compliance. There is a possibility for an extension of up to six additional months, depending on the Company's progress and specific circumstances. The NYSE may also initiate delisting procedures if deemed necessary.

Emeren was notified by its independent registered public accounting firm of its decision to resign, which was disclosed in a Form 8-K filed on April 2, 2024. As a result of transitioning to a new independent registered public accounting firm, the Company was unable to timely file its Annual Report on Form 10-K for the fiscal year ended December 31, 2023. The Company continues to prioritize the completion of the new auditor placement as swiftly as possible and currently anticipates filing the Form 10-K within the allotted six-month period.

About Emeren Group Ltd.

Emeren Group Ltd (NYSE: SOL), a renewable energy leader, showcases a comprehensive portfolio of solar projects and Independent Power Producer (IPP) assets, complemented by a significant global Battery Energy Storage System (BESS) capacity. Specializing in the entire solar project lifecycle — from development through construction to financing — we excel by leveraging local talent in each market, ensuring our sustainable energy solutions are at the forefront of efficiency and impact. Our commitment to enhancing solar power and energy storage underlines our dedication to innovation, excellence, and environmental responsibility. For more information, go to www.emeren.com.

Safe Harbor Statement

This press release contains statements that constitute "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the U.S. Private Securities Litigation Reform Act of 1995. Whenever you read a statement that is not simply a statement of historical fact (such as when the Company describes what it "believes," "expects" or "anticipates" will occur, what "will" or "could" happen, and other similar statements), you must remember that the Company's expectations may not be correct, even though it believes that they are reasonable. The Company does not guarantee that the forward-looking statements will happen as described or that they will happen at all. Further information regarding risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements is included in the Company's filings with the U.S. Securities and Exchange Commission, including the Company's annual report on Form 20-F. The Company undertakes no obligation, beyond that required by law, to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made, even though the Company's situation may change in the future.

For investor and media inquiries, please contact:

Emeren Group Ltd

Suzanne Wilson

+1 (510) 631 6550

Suzanne.wilson@emeren.com

Emeren Group Ltd - Investor Relations

ir@emeren.com

The Blueshirt Group

Gary Dvorchak

+1 (323) 240-5796

gary@blueshirtgroup.co
