

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

RENESOLA LTD

(Exact name of registrant as specified in its charter)

British Virgin Islands
*(State or other jurisdiction of
incorporation or organization)*

Not Applicable
*(I.R.S. Employer
Identification Number)*

**No. 8 Baoqun Road, Yao Zhuang
Jiashan, Zhejiang 314117
People's Republic of China**
(Address of Principal Executive Offices)

**RENESOLA LTD
AMENDED AND RESTATED
2007 SHARE INCENTIVE PLAN**
(Full title of the plan)

**CT Corporation System
111 Eighth Avenue
New York, New York 10011**
(Name and address of agent for service)

(212) 664-1666
(Telephone number, including area code, of agent for service)

Copies to:

Henry Wang
Chief Financial Officer
ReneSola Ltd
No. 8 Baoqun Road, Yao Zhuang
Jiashan, Zhejiang 314117, People's Republic of China
(86-573) 8477-3321

David T. Zhang
Latham & Watkins
18th Floor, One Exchange Square
8 Connaught Place, Central
Hong Kong
(852) 2912-2503

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Shares, no par value ⁽³⁾⁽⁴⁾	5,000,000	\$ 4.77	\$ 23,850,000	\$ 2,769

(1) This Registration Statement registers 5,000,000 shares, no par value, issuable pursuant to the Amended and Restated 2007 Share Incentive Plan (the

“Plan”) of ReneSola Ltd, as further amended by our shareholders at the annual general meeting of shareholders held on August 20, 2010. In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement includes an indeterminate number of additional shares which may be offered and issued to prevent dilution from stock splits, stock dividends or similar transactions as provided in the above-referenced plan.

- (2) The proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, is based on the average of the high and low prices for the Registrant’s ADSs, as reported on the New York Stock Exchange on July 8, 2011.
 - (3) These shares may be represented by the Registrant’s ADSs, each of which represents two shares. The Registrant’s ADSs issuable upon deposit of the shares registered hereby have been registered under a separate registration statement on Form F-6 (333-162257).
 - (4) Any shares covered by an award granted under the Plan (or portion of an award) which is forfeited, canceled or expired (whether voluntarily or involuntarily) shall be deemed not to have been issued for purposes of determining the maximum aggregate number of shares which may be issued under the Plan. Shares that actually have been issued under the Plan pursuant to an award shall not be returned to the Plan and shall not become available for future issuance under the Plan, except that if unvested shares are forfeited or repurchased by the Company at their original issue price, such shares shall become available for future grant under the Plan.
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INCORPORATION OF PREVIOUS REGISTRATION STATEMENT

Pursuant to General Instruction E of Form S-8, ReneSola Ltd (the “Registrant”) is filing this registration statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) to include an additional 5,000,000 shares under its Amended and Restated 2007 Share Incentive Plan (the “Plan”), as further amended by our shareholders at the annual general meeting of shareholders held on August 20, 2010 to increase the maximum number of the Registrant’s shares that may be issued pursuant to options or other awards granted under the Plan to a total of 12,500,000 shares. Pursuant to Instruction E, the contents of the Registrant’s Registration Statement on Form S-8 with File No. 333-153647, as amended (the “Prior Registration Statement”), is hereby incorporated by reference, including the periodic reports that the Registrant filed after the Prior Registration Statement to maintain current information about the Registrant.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed or furnished by the Registrant with the Commission are incorporated by reference herein:

- (a) The Registrant’s annual report on Form 20-F (File No. 001-33911) for the fiscal year ended December 31, 2010 filed with the Commission on March 8, 2011;
- (b) The Registrant’s reports of foreign private issuer on Form 6-K furnished on March 9, 2011, March 11, 2011, March 16, 2011, April 8, 2011, May 27, 2011, July 11, 2011 and July 12, 2011; and
- (c) The description of the Registrant’s shares contained in the Registrant’s registration statement on Form 8-A (File No. 001-33911) filed with the Commission on January 11, 2008, including any amendment and report subsequently filed for the purpose of updating that description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. Any statement contained herein or in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits

See the Exhibits Index.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Jiashan, Zhejiang, People's Republic of China, on July 12, 2011.

RENESOLA LTD

By: /s/ Xianshou Li
Name: Xianshou Li
Title: Director and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Xianshou Li, with full power to act alone, as his or her true and lawful attorney-in-fact, with the power of substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he or her might or could do in person, hereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on July 12, 2011.

<u>Signature</u>	<u>Title</u>
<u>/s/ Martin Bloom</u> Name: Martin Bloom	Chairman
<u>/s/ Xianshou Li</u> Name: Xianshou Li	Director and Chief Executive Officer (principal executive officer)
<u>/s/ Henry Wang</u> Name: Henry Wang	Chief Financial Officer (principal financial and accounting officer)
<u>/s/ Yuncai Wu</u> Name: Yuncai Wu	Director
<u>/s/ Jing Wang</u> Name: Jing Wang	Director
<u>/s/ Tan Wee Seng</u> Name: Tan Wee Seng	Director

Signature

Title

/s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director, Puglisi & Associates

Authorized U.S. Representative

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 1.1 to the Registrant's annual report on Form 20-F (File No. 001-33911) filed with the Securities and Exchange Commission on March 8, 2011)
4.2	Form of Deposit Agreement dated as of January 28, 2008 among the Registrant, The Bank of New York Mellon (formerly known as "The Bank of New York") as Depositary, and all owners and holders from time to time of American depositary receipts issued thereunder (incorporated by reference to Exhibit 1 to the Registration Statement on Form F-6 (File No. 333-162257) filed with the Securities and Exchange Commission on October 1, 2009)
5.1*	Opinion of Harney Westwood & Riegels LLP
10.1	Amended and Restated 2007 Share Incentive Plan, as further amended (incorporated by reference to Exhibit 4.1 to the Registrant's annual report on Form 20-F (File No. 001-33911) filed with the Securities and Exchange Commission on March 8, 2011)
23.1*	Consent of Deloitte Touche Tohmatsu CPA Ltd., independent registered public accounting firm
23.2*	Consent of Harney Westwood & Riegels LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (set forth on the signature page of this registration statement)

* Filed herewith.

Harney Westwood & Riegels LLP
5th Floor, 5 New Street Square
London EC4A 3BF
Tel: +44 (0) 20 7842 6080
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www.harneys.com

12 July 2011

Your Ref

Our Ref 039181.0015.RAG

Doc ID 146720_4

BY EMAIL AND POST

ReneSola Ltd.
No. 8 Baoqun Road, Yao Zhuang
Jiashan, Zhejiang 314117
People's Republic of China

Dear Sirs

**ReneSola Limited Company No. 1016246 (the "Company")
Registration Statement on Form S-8**

1. We are lawyers qualified to practise in the British Virgin Islands and have been asked to advise in connection with the Company's preparation of a Registration Statement (the "**Registration Statement**") on Form S-8 under the United States Securities Act of 1933, as amended (the "**Securities Act**"), registering 5,000,000 no par value shares of the Company (the "**Shares**") issuable pursuant to the ReneSola Ltd 2007 Share Incentive Plan (as amended) (the "**Plan**") upon the exercise of share option agreements.
2. For the purpose of this opinion, we have examined the following documents and records:
 - (a) a copy of the Registration Statement;
 - (b) a copy of the executed Plan;
 - (c) a copy of the Memorandum and Articles of Association and Certificate of Incorporation of the Company obtained from the British Virgin Islands Registry of Corporate Affairs on 11 July 2011;
 - (d) a copy of the unanimous written resolutions of the directors of the Company dated 12 September 2007, 16 June 2008, 30 August 2008, 21 January 2009 and 4 March 2011 approving the Plan, the filing of Form S-8 and reservation for issuance of the Shares under the Plan (the "**Board Resolutions**");
 - (e) a copy of the minutes of a meeting of the shareholders of the Company dated 20 August 2010 approving an amendment of the Plan so as to increase the number of reserved Shares by 5,000,000 shares of no par value (the "**Shareholder Resolutions**");
 - (f) information revealed by our searches of:

A list of partners is available for inspection at our offices.
British Virgin Islands | Cayman Islands | Cyprus | London | Hong Kong

- (i) the records and information certified by Harneys Corporate Services Limited, the registered agent of the Company, on 22 June 2011 of the statutory documents and records maintained by the Company at its registered office including a certified copy of the share register dated 11 July 2011 (the “**Register of Members**”);
 - (ii) the public records of the Company on file and available for inspection at the Registry of Corporate Affairs, Road Town, Tortola, British Virgin Islands on 11 July 2011; and
 - (iii) the records of proceedings on file with, and available for inspection on 11 July 2011 at the High Court of Justice, British Virgin Islands,
- (the “**Searches**”).

The above are the only documents or records we have examined and the only enquiries we have carried out. In particular we have made no enquiries as to matters of fact other than the Searches.

3. For the purposes of this opinion we have assumed without further enquiry:

- (a) the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies and the authenticity of such originals, and the genuineness of all signatures and seals;
- (b) the accuracy and completeness of all corporate minutes, resolutions, certificates, documents and records which we have seen, and the accuracy of any and all representations of fact expressed in or implied thereby;
- (c) that there are no other resolutions, agreements, documents or arrangements which affect the Documents and the transactions contemplated thereby;
- (d) that the information indicated by the Searches is complete and remains true and correct; and
- (e) that the Board Resolutions and the Shareholder Resolutions remain in full force and effect.

4. Based on the foregoing, and subject to the qualifications expressed below, our opinion is as follows:

- (a) **Existence and Good Standing.** The Company is a company duly registered with limited liability for an unlimited duration under the BVI Business Companies Act (No 16 of 2004), and is validly existing and in good standing under the laws of the British Virgin Islands. It is a separate legal entity and is subject to suit in its own name.

- (b) **Due Issuance.** The Shares to be issued by the Company have been duly and validly authorised, and when issued, sold and paid for in the manner described in the Plan and in accordance with the resolutions adopted by the Board of Directors of the Company (or any director or committee to whom the Board of Directors have delegated their powers with respect to administration of the Plan) and when appropriate entries have been made in the Register of Members of the Company, will be duly and validly issued, fully paid and non-assessable.
5. This opinion is confined to the matters expressly opined on herein and given on the basis of the laws of the British Virgin Islands as they are in force and applied by the British Virgin Islands courts at the date of this opinion. We have made no investigation of, and express no opinion on, the laws of any other jurisdiction. We express no opinion as to matters of fact.
6. This opinion is rendered for the benefit of the addressee and the benefit of its legal counsel (in that capacity only) in connection with the transactions contemplated by the first paragraph only. It may not be disclosed to or relied on by any other party or for any other purpose but we hereby consent to the filing of this opinion as an Exhibit to the Registration Statement.

Yours faithfully

HARNEY WESTWOOD & RIEGELS LLP
/s/ Harney Westwood & Riegels LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement on Form S-8 of our reports dated March 7, 2011, relating to the consolidated financial statements and financial statement schedule of ReneSola Ltd and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 20-F of the Company for the year ended December 31, 2010.

/s/ Deloitte Touche Tohmatsu CPA Ltd.

Deloitte Touche Tohmatsu CPA Ltd.

Shanghai, China

July 12, 2011
