

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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**JinkoSolar Holding Co., Ltd.**

(Exact name of registrant as specified in its charter)

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**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

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

1 Jinke Road  
Shangrao Economic Development Zone  
Jiangxi Province, 334100  
People's Republic of China  
(86-793) 846-9699

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**JinkoSolar Holding Co., Ltd.**  
**2009 Long Term Incentive Plan**  
(Full Title of the Plan)

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**CT Corporation System**  
111 Eighth Avenue  
New York, New York 10011  
(212) 664-1666

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Scott D. Clemens**  
**Baker & McKenzie LLP**  
**Suite 3401, China World Tower 2**  
**China World Trade Center**  
**1 Jianguomenwai Avenue**  
**Beijing, 100004, PRC**  
**(86-10) 6535-3971**

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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 <sup>(1)(2)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
Ordinary Shares, \$0.00002 par value per share <sup>(3)</sup>	4,272,130	US\$2.08	US\$8,886,030.40	—
Ordinary Shares, \$0.00002 par value per share <sup>(3)</sup>	3,052,992	US\$6.37	US\$19,447,559.04	—
<b>Total</b>	<b>7,325,122</b>	<b>—</b>	<b>US\$28,333,589.44</b>	<b>US\$2,020.19</b>

- (1) Represents ordinary shares issuable pursuant to awards (including the exercise of any options granted) under the JinkoSolar Holding Co., Ltd. 2009 Long Term Incentive Plan (the “Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers 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) Pursuant to Rule 457 (c) and 457 (h) (1) under the Securities Act, the proposed maximum aggregate offering price is calculated as the sum of (i) 4,272,130 ordinary shares issuable upon the exercise of outstanding options multiplied by the exercise price of US\$2.0800 per share, which is equal to an aggregate offering price of US\$8,886,030.4 and (ii) the remaining 3,052,992 ordinary shares reserved under the Plan multiplied by the average of the high and low prices for the Registrant’s American Depositary Shares, or ADSs, as quoted on the New York Stock Exchange on November 18, 2010 or US\$25.48 per ADS, which is equal to an aggregate offering price of approximately US\$19,447,559.04.
- (3) These shares may be represented by the Registrant’s ADSs. Each ADS represents four ordinary shares. ADSs issuable upon deposit of the securities registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-164523).

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**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information**

The documents containing the information specified in this item will be sent or given to employees, directors or others as specified by Rule 428(b)(1) of the Securities Act. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

**Item 2. Registrant Information and Employee Plan Annual Information**

The documents containing the information specified in this item will be sent or given to employees, directors or others as specified by Rule 428(b)(1) of the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission as part of this Registration Statement.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents filed by JinkoSolar Holding Co., Ltd. (the “Registrant”) under the Securities Act with the Securities and Exchange Commission (the “Commission”) are incorporated by reference herein:

(a) The Registrant’s prospectus filed pursuant to Rule 424(b) of the Securities Act with the Commission on November 5, 2010 (the “Prospectus”); and

(b) The description of the Registrant’s ordinary shares and American depository shares contained in its Registration Statement on Form 8-A (File No. 001-34615), as amended, originally filed with the Commission on January 27, 2010 pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which incorporates by reference the description of the Registrant’s ordinary shares set forth under “Description of Share Capital” and the description of the Registrant’s American depository shares set forth under “Description of American Depository Shares” in the Registrant’s registration statement on Form F-1 (File No. 333-164432), as amended, originally filed with the Commission on January 20, 2010.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, subsequent to the effective date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in this Registration Statement 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 in this Registration Statement 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 4. Description of Securities**

Not Applicable.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers**

Cayman Islands law does not limit the extent to which a company’s articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. The Registrant’s articles of association provide that the Registrant’s directors and officers shall be indemnified from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Registrant under the foregoing provisions, we have been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**Item 7. Exemption from Registration Claimed**

Not Applicable.

**Item 8. Exhibits**

The following is a list of exhibits filed as part of, or incorporated by reference into, this Registration Statement.

<u>Exhibit No.</u>	<u>Description</u>
5.1*	Opinion of Maples and Calder.
10.1	JinkoSolar Holding Co., Ltd. 2009 Long Term Incentive Plan, amended and restated as of January 25, 2010 (incorporated by reference to Exhibit 10.1 to the Registrant's registration statement on Form F-1 originally filed with the Commission on January 20, 2010 (File No. 333-164432)).
23.1*	Consent of PricewaterhouseCoopers Zhong Tian CPAs Limited Company.
23.2*	Consent of Maples and Calder (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page hereto).

\* Filed herewith.

**Item 9. Undertakings**

We hereby undertake:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however*, that paragraphs (1)(i) and (1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by us pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

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(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report filed on Form 20-F pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plans annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.



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**SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the Securities Act, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this Registration Statement or amendment thereto in Newark, Delaware, on November 19, 2010.

**PUGLISI & ASSOCIATES**

/s/ DONALD J. PUGLISI

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Name: **Donald J. Puglisi**  
Title: **Managing Director**



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**EXHIBIT INDEX**

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23.2*	Consent of Maples and Calder (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page hereto).

\* Filed herewith.

Our ref VZL\654149\4176397v2

JinkoSolar Holding Co., Ltd.  
Shangrao Economic Development Zone  
Jiangxi Province, 334100  
People's Republic of China

19 November 2010

Dear Sirs

**JinkoSolar Holding Co., Ltd.**

We have examined the Registration Statement on Form S-8 to be filed by JinkoSolar Holding Co., Ltd., a Cayman Islands exempted company incorporated with limited liability (the "**Company**"), with the Securities and Exchange Commission (the "**Registration Statement**"), relating to the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an amount of ordinary shares of par value US\$0.00002 each in the authorised share capital of the Company (the "**Shares**") for issuance pursuant to the following Plan (the "**Plan**"):

- JinkoSolar Holding Co., Ltd. - 2009 Long Term Incentive Plan

As Cayman Islands counsel to the Company, we have examined the corporate authorisations of the Company in connection with the Plan and the issue of the Shares by the Company and have assumed that the Shares will be issued in accordance with the Plan and the resolutions authorising their issue.

It is our opinion that 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 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 legally issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are "experts" within the meaning of such term as used in the Securities Act or the rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

/s/ Maples and Calder

Maples and Calder

PRICEWATERHOUSECOOPERS 

普 华 永 道

普华永道中天会计师事务所有限公司  
11th Floor  
PricewaterhouseCoopers Center  
2 Corporate Avenue  
202 Hu Bin Road, Luwan District  
Shanghai 200021, PRC  
Telephone +86 (21) 2323 8888  
Facsimile +86 (21) 2323 8800  
pwc.cn.com

Consent of Independence Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 9, 2010 relating to the financial statements of JinkoSolar Holding Co., Ltd., which appears in JinkoSolar Holding Co., Ltd.'s Registration Statement on Form F-1 filed with the Commission on October 26, 2010.

/s/ PricewaterhouseCoopers Zhong Tian CPAs Limited Company

Shanghai, People's Republic of China  
November 19, 2010