

GAO JIFAN
Form SC 13G/A
February 10, 2009

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Trina Solar Limited
(Name of Issuer)

Ordinary Shares/American Depositary Shares
(Title of Class of Securities)

G90565 10 5 (Ordinary Shares)/ 89628E 10 4 (American Depositary Shares)
(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G90565 10 5/ 89628E 10 4

1 NAMES OF REPORTING PERSONS
Jifan Gao

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
People's Republic of China

SOLE VOTING POWER

5
NUMBER OF 247,431,283 ordinary shares (including 4,844,200 ordinary shares beneficially owned by Ms. Chunyan Wu, the spouse of Mr. Jifan Gao, which are expressly disclaimed by Mr. Jifan Gao)

SHARES
BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
0

EACH
REPORTING **7** SOLE DISPOSITIVE POWER
PERSON 247,431,283 ordinary shares (including 4,844,200 ordinary shares beneficially owned by Ms. Chunyan Wu, the spouse of Mr. Jifan Gao, which are expressly disclaimed by Mr. Jifan Gao)

WITH: **8** SHARED DISPOSITIVE POWER
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
247,431,283 ordinary shares (including 4,844,200 ordinary shares beneficially owned by Ms. Chunyan Wu, the spouse of Mr. Jifan Gao, which are expressly disclaimed by Mr. Jifan Gao)

10
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
☐

11
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
8.4%

12
TYPE OF REPORTING PERSON
IN

CUSIP No. G90565 10 5/ 89628E 10 4

1 NAMES OF REPORTING PERSONS
Wonder World Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 242,587,083 ordinary shares

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 242,587,083 ordinary shares

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
242,587,083 ordinary shares

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.2%

TYPE OF REPORTING PERSON

12

CO

CUSIP No. G90565 10 5/ 89628E 10 4

ITEM 1(a). NAME OF ISSUER:

Trina Solar Limited (Trina Solar)

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

No. 2 Tian He Road, Electronics Park, New District, Changzhou, Jiangsu 213031, People's Republic of China

ITEM 2(a). NAME OF PERSON FILING:

Mr. Jifan Gao

Wonder World Limited

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of Mr. Jifan Gao is c/o Trina Solar Limited, No. 2 Tian He Road, Electronics Park, New District, Changzhou, Jiangsu 213031, People's Republic of China.

The business address of Wonder World Limited is c/o Merrill Lynch Bank and Trust Company (Cayman) Limited, PO Box 1164GT, 4th Floor Harbour Centre, North Church Street, Grand Cayman KY1-1104, Cayman Islands.

ITEM 2(c). CITIZENSHIP:

Mr. Jifan Gao is a citizen of the People's Republic of China.

The place of organization of Wonder World Limited is the Cayman Islands.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Ordinary shares, par value \$0.00001 per share

American Depositary Shares, each representing 100 ordinary shares

ITEM 2(e). CUSIP NUMBER:

G90565 10 5 (ordinary shares)

89628E 10 4 (American Depositary Shares)

ITEM 3. Not Applicable

CUSIP No. G90565 10 5/ 89628E 10 4

ITEM 4. OWNERSHIP:

Reporting person	Amount beneficially owned:	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Mr. Jifan Gao	247,431,283 ordinary shares*	8.4%	247,431,283 ordinary shares*	0	247,431,283 ordinary shares*	0
Wonder World Limited	242,587,083 ordinary shares	8.2%	242,587,083 ordinary shares	0	242,587,083 ordinary shares	0

* Includes
4,844,200
ordinary shares
beneficially
owned by
Ms. Chunyan
Wu which are
expressly
disclaimed by
Mr. Jifan Gao.

As of December 31, 2008, Wonder World Limited was the record owner of 242,587,083 ordinary shares of Trina Solar. Wonder World Limited is wholly owned by The Gao Trust. The management committee of The Gao Trust consists of Mr. Jifan Gao. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), Mr. Jifan Gao may be deemed to beneficially own all of the shares held by Wonder World Limited. The trustee of The Gao Trust is Merrill Lynch Bank and Trust Company (Cayman) Limited, and the trustee should not be deemed a beneficial owner of the shares in Trina Solar under Section 13(d) of the Exchange Act.

As of December 31, 2008, Ms. Chunyan Wu, the spouse of Mr. Jifan Gao, was the beneficial owner of 4,844,200 ordinary shares, including 30,900 American Depositary Shares, representing 3,090,000 ordinary shares, held through Jewel Springs Limited, a company wholly owned by The Grace Wu Trust, of which Ms. Chunyan Wu is on the management committee. As of December 31, 2008, Ms. Chunyan Wu held 1,754,200 ordinary shares from restricted shares that were vested. Mr. Jifan Gao disclaims the beneficial ownership of the shares of Trina Solar beneficially owned by Ms. Chunyan Wu.

In April 2008, Mr. Jifan Gao was granted certain share options. Since Mr. Jifan Gao's share options will not vest within 60 days of December 31, 2008, his ownership of such share options has not been included in this report.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not applicable

CUSIP No. G90565 10 5/ 89628E 10 4

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable

ITEM 10. CERTIFICATION:

Not applicable

CUSIP No. G90565 10 5/ 89628E 10 4

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2009

Jifan Gao

/s/ Jifan Gao
Jifan Gao

Wonder World Limited

By: /s/ Gwen Dodge /s/ Peter Talavera
Name: Gwen Dodge/Peter Talavera
Title: Authorized Signatories for and on
behalf of Fiduciary Services Limited
as sole director of Wonder World
Limited

LIST OF EXHIBITS

Exhibit No.	Description
A	Joint Filing Agreement