

KIWA BIO-TECH PRODUCTS GROUP CORP
Form SC 13D/A
June 20, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

(Amendment No. 1)

Under the Securities Exchange Act of 1934

KIWA BIO-TECH PRODUCTS GROUP CORPORATION

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

49834X 205

(CUSIP Number)

Wei Li

310 N. Indian Hill Blvd., #702

Claremont, California 91711

(626) 715-5855

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(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

June 15, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box []

The information required on 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).

NAME OF REPORTING PERSON

1

Wei Li
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS*

4

OO
CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Peoples Republic of China
SOLE VOTING POWER

7

1,965,324
SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

0
SOLE DISPOSITIVE POWER

9

1,965,324

SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
REPORTING PERSON

11

1,965,324

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13

37.32%

TYPE OF REPORTING PERSON (See
Instructions)

14

IN

Item 1. Security and Issuer.

This amended statement (“Statement”) relates to shares of common stock, par value \$0.001 per share (the “Common Stock”), of Kiwa Bio-Tech Products Group Corporation, a Delaware corporation (the “Issuer” or the “Company”). The principal executive office of the Issuer is located at 310 N. Indian Hill Blvd., #702, Claremont, California 91711. On June 15, 2016, the reporting person transferred 1,000,000 share of company common stock to Troniya Industrial Inqubator Co. Ltd. The reporting person received no consideration for this transfer.

Item 2. Identity and Background

The Statement is being filed by Wei Li (“Mr. Li”) with an address at 310 N. Indian Hill Blvd, Claremont, CA 91711. Mr. Li’s United States address is 310 N. Indian Hill Blvd., #702, Claremont, California 91711. Mr. Li is a citizen of the Peoples Republic of China.

During the last five years Mr. Li has not (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Mr. Li acquired 2,965,324 shares of the Company’s common stock as follows:

All Star Technology, Inc., a British Virgin Island company acquired 61,784 shares of Company common (a) stock prior to 2007. Wei Li is a principal stockholder of All Star Technology, Inc. and may be deemed to beneficially own such shares;

(b) Mr. Li acquired 3,541 shares of Company common stock individually prior to 2007;

(c) On April 1, 2016, Mr. Li converted \$2,900,000 of Company convertible debentures into 2,900,000 shares of Company common stock.

On June 15, the reporting person transferred 1,000,000 share of company common stock to Troniya Industrial Inqubator Co. Ltd. The reporting person received no consideration for this transfer.

Item 4. Purpose of Transaction.

Mr. Li does not have any current plans or proposals which relate to or would result in: (a) the acquisition by Mr. Li of additional securities of the Issuer, or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) any change in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to section 12(g)(4) of the Exchange Act; or (j) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, Mr. Li beneficially owns 1,965,324 shares of the issued and outstanding common stock of the Company. Such amount represents 37.32% of the total issued and outstanding shares of the Company's common stock as of the date hereof.

(b) Mr. Li holds sole voting and dispositive power over the Shares.

(c) Other than disclosed below, there were no transactions by Mr. Li in the Issuer's Common Stock during the last 60 days:

none.

(d) No other person is known to have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, the securities of the Issuer owned by Mr. Li.

(e) Not applicable.

Item 6. Contracts, Agreements, Understandings or Relationships With Respect to Securities of the Issuer.

To the knowledge of Mr. Li, there are no contracts, arrangements, understandings or relationships (legal or otherwise), including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies between Mr. Li and/or any other person, with respect to any securities of the Company.

Item 7. Material to be Filed as Exhibits.

Not applicable.

SIGNATURES

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.

Date: June 20, 2016

/s/ Wei Li
Wei Li

