

KIWA BIO-TECH PRODUCTS GROUP CORP
Form SC 13D
April 05, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

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)

Junwei Zheng

No. Room 1503

HuichengCommerce Tower

No. 839, Xiahe Road

Siming District, Xiamen

Zip 361000, China

(626) 715-5855

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

March 31, 2017

(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
Junwei Zheng
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2
(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

NUMBER OF
SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON

WITH

SOLE VOTING POWER

7
920,000
SHARED VOTING POWER

8
0
SOLE DISPOSITIVE POWER

9
920,000
SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

920,000

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

9.58%

TYPE OF REPORTING PERSON (See Instructions)

14

IN

Item 1. Security and Issuer.

The 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.

Item 2. Identity and Background

The Statement is being filed by Junwei Zheng (“Mr. Zheng”) with an address at No. Room 1503, Huicheng Commerce Tower, No. 839, Xiahe Road, Siming District, Xiamen, Zip 361000, China. Mr. Zheng is a citizen of the Peoples Republic of China.

During the last five years Mr. Zheng 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. Zheng acquired the reported 920,000 shares of the Company’s common stock by purchasing the shares in a private placement from the Company for an aggregate price of US\$1,000,000.00.

Item 4. Purpose of Transaction.

Mr. Zheng does not have any current plans or proposals which relate to or would result in: (a) the acquisition by Mr. Zheng 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. Zheng beneficially owns 920,000 shares of the issued and outstanding common stock of the Company. Such amount represents 9.58% of the total issued and outstanding shares of the Company's common stock as of the date hereof.
- (b) Mr. Zheng holds sole voting and dispositive power over the Shares.
- (c) Other than disclosed below, there were no transactions by Mr. Zheng 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. Zheng.
- (e) Not applicable.

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

To the knowledge of Mr. Zheng, 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. Zheng 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: April 4, 2017

/s/ Junwei Zheng
Junwei Zheng

