

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

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**Form 6-K**

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REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of April 2018

Commission File Number 001-37678

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**SPI Energy Co., Ltd.**

(Exact name of registrant as specified in its charter)

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Unit 15-16, 19/F, South Wing, Delta House  
3 On Yiu Street, Shatin, Shek Mun, NT,  
Hong Kong SAR, China  
(Address of principal executive office)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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**SPI Energy Co., Ltd.**

As previously reported on January 11, 2018, the Company received a letter from Nasdaq stating that the Company was not in compliance with Nasdaq listing rules because the Company had not submitted on a Form 6-K an interim balance sheet and income statement for the six-month period ended June 30, 2017. In the letter, Nasdaq requested that the Company submit a plan to regain compliance with Nasdaq listing rules within 60 days.

On March 6, 2018, the Company submitted to Nasdaq a plan to regain compliance with Nasdaq listing rules and Nasdaq granted an exception to enable the Company to regain compliance, under the condition that the Company must submit its interim balance sheet and income statement for the six-month period ended June 30, 2017 on or before April 30, 2018.

The Company hereby furnishes its Unaudited Condensed Consolidated Statements of Consolidated Balance Sheets and Unaudited Condensed Consolidated Statements of Operations for the six-month period ended June 30, 2017 (the "Interim Report") as attached in [Exhibit 99.1](#) to this Form 6-K. Upon filing of this Form 6-K, the Company anticipates that it will regain compliance with relevant Nasdaq listing rules relating to the failure to file its Interim Report.

The Company's Interim Report is prepared and presented in accordance with U.S. GAAP. However, the Interim Report has not been audited or reviewed by the Company's independent registered accounting firm. During the course of preparing the Interim Report, the Company noted various significant outstanding and uncertain matters, including but not limited to, its liquidity and ability to continue as a going concern, contingent liabilities arising from litigations and ongoing dispute with the investors of the Solarbao investment programs provided by the Company's subsidiaries in China.

The Company is preparing the consolidated financial statements as of and for the year ended December 31, 2017. The Interim Report may be adjusted in connection with the audit of its financial statements for the year ended December 31, 2017. In addition, accounting estimates and assumptions made in preparing the Company's consolidated financial statements as of and for the year ended December 31, 2017 may differ from that used in the Interim Report due to the differences in reporting periods and changes in the Company's financial conditions during those periods. As a result, the Company cannot assure you that its consolidated financial statements as of and for the year ended December 31, 2017 will not contain significant difference, adjustment or discrepancies from its Interim Report. The Company's historical results do not necessarily indicate results expected for any future periods.

*Cautionary Note about Forward-looking Statements.* This Form 6-K contains certain "forward-looking statements." These statements are forward-looking in nature and subject to risks and uncertainties that may cause actual results to differ materially. All forward-looking statements are based upon information available to the Company as of the date of this Form 6-K, which may change, and the Company undertakes no obligation to update or revise any forward-looking statements, except as may be required under applicable securities law.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**SPI Energy Co., Ltd.**

Date: April 30, 2018

By: /s/ Tairan Guo  
Name: Tairan Guo  
Title: Chief Financial Officer

*[Signature Page to Form 6-K]*

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	SPI Energy Co., Ltd. Unaudited Condensed Consolidated Statements of Consolidated Balance Sheets and Unaudited Condensed Consolidated Statements of Operations for the six-month period ended June 30, 2017.

**SPI Energy Co., Ltd.**  
**Unaudited Condensed Consolidated Balance Sheets**  
**(in thousands, except for share and per share data)**

	As of	
	June 30, 2017	December 31, 2016
<b>Current assets:</b>		
Cash and cash equivalents	\$ 3,650	\$ 4,178
Restricted cash	11,204	9,059
Short-term investment	—	—
Accounts receivable, net	40,697	45,609
Accounts receivable, related parties	7	7
Notes receivable	3,932	3,932
Costs and estimated earnings in excess of billings on uncompleted contracts, net	16,213	17,289
Inventories, net	20,109	12,266
Project assets	32,720	27,980
Prepaid expenses and other current assets, net	23,080	24,837
Other receivable, related parties, net	106	36
Finance lease receivable	—	9,140
<b>Total current assets</b>	<b>151,718</b>	<b>154,333</b>
Intangible assets	2,919	2,931
Accounts receivable, noncurrent	6,171	6,177
Other receivable, noncurrent	6,359	6,848
Notes receivable, noncurrent	4,353	5,348
Property, plant and equipment, net	135,168	126,985
Project assets, noncurrent	24,229	29,749
Investment in an affiliate	2,214	2,214
Deferred tax assets, net	1,810	1,025
Finance lease receivable, noncurrent	41,312	26,208
<b>Total assets</b>	<b>\$ 376,253</b>	<b>\$ 361,818</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 74,269	\$ 69,643
Accounts payable, related parties	4,607	4,389
Notes payable	981	2,650
Accrued liabilities	13,371	16,574
Income taxes payable	3,130	3,089
Advance from customers	32,854	17,647
Short term borrowings	89,812	84,134
Convertible bonds	55,000	55,000
Other current liabilities, related parties	711	301
Other current liabilities	73,251	71,217
Financing and capital lease obligations, current portion	10,329	5,884
<b>Total current liabilities</b>	<b>358,315</b>	<b>330,528</b>
Financing and capital lease obligations	16,059	21,603
Long term borrowings	15,928	15,093
Deferred tax liability, net	4,183	4,031
Other noncurrent liabilities	1,427	2,291
<b>Total liabilities</b>	<b>395,912</b>	<b>373,546</b>
<b>Commitments and contingencies</b>	<b>1,200</b>	<b>1,200</b>
<b>Stockholders' equity:</b>		
Common stock, par \$0.000001, 150,000,000,000 shares authorized, 64,506,717 and 64,166,517 shares, post-reverse split, issued and outstanding, respectively	64	64
Additional paid in capital	484,351	482,470
Accumulated other comprehensive loss	(28,200)	(32,744)
Accumulated deficit	(481,145)	(466,764)
Total equity attributable to the shareholders of the Company	(24,930)	(16,974)
Noncontrolling interests	4,071	4,046
<b>Total stockholders' equity</b>	<b>(20,859)</b>	<b>(12,928)</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 376,253</b>	<b>\$ 361,818</b>



**SPI Energy Co., Ltd.**  
**Unaudited Condensed Consolidated Statements of Operations**  
(in thousands, except for share and per share data)

	For the Six Months Ended June 30,	
	2017	2016
<b>Net sales:</b>		
Net sales	\$ 67,535	\$ 65,396
<b>Costs of goods sold:</b>		
Costs of goods sold	59,159	54,856
Provision for losses on contracts	–	396
Total costs of goods sold	59,159	55,252
Gross profit	8,376	10,144
<b>Operating expenses:</b>		
General and administrative	11,326	17,284
Sales, marketing and customer service	7,822	16,525
Provision of doubtful accounts and notes and impairment charges	162	52,560
Total operating expenses	19,310	86,369
Operating loss	(10,934)	(76,225)
<b>Other income (expenses):</b>		
Interest expense	(2,510)	(3,796)
Interest income	–	830
Change in fair value of derivative asset/liability	–	(2,328)
Loss on investment in affiliates	–	(6,551)
Net foreign exchange gain	9	1,309
Others	(41)	(324)
Total other expense, net	(2,542)	(10,860)
Loss before income taxes	(13,476)	(87,085)
Income tax expense	(909)	(255)
Net loss	(14,385)	(87,340)
Net loss attributable to noncontrolling interests	(4)	(286)
Net loss attributable to stockholders of the Company	\$ (14,381)	\$ (87,054)
<b>Net loss per common share:</b>		
Basic and Diluted	\$ (0.22)	\$ (1.36)
<b>Weighted average number of common shares used in computing per share amounts:</b>		
Basic and Diluted	64,467,048	64,145,748