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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 6-K

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

For the Month of November 2019

Commission File No.: 001-37678

SPI ENERGY CO., LTD.

**4677 Old Ironsides Drive, Suite 190
Santa Clara, CA 95054
(Address of Principal Executive Offices.)**

Indicate by check mark whether the registrant files or will file annual reports under cover 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): _____

Results of Operations and Financial Condition

SPI Energy Co., Ltd. (the “Company”) hereby furnishes its Unaudited Condensed Consolidated Balance Sheets as of June 30, 2019 and December 31, 2018, and Unaudited Condensed Consolidated Statements of Operations for the six months ended June 30, 2019 and 2018 (the “Interim Financial Statements”) as attached in Exhibit 99.1 to this Report of Foreign Private Issuer on Form 6-K.

The Company’s Interim Financial Statements are prepared in accordance with accounting principles generally accepted in the United States of America. However, the Interim Financial Statements have not been audited or reviewed by the Company’s independent registered accounting firm. In preparing the Interim Financial Statements, the Company noted various significant outstanding and uncertain matters, including but not limited to, its liquidity and ability to continue as a going concern.

The Interim Financial Statements may be adjusted in connection with the audit of the Company’s consolidated financial statements for the year ended December 31, 2019. In addition, accounting estimates and assumptions made in preparing the Company’s consolidated financial statements as of and for the year ended December 31, 2019 may differ from that used in the Interim Financial Statements 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, 2019 will not contain significant differences, adjustments or discrepancies from the Interim Financial Statements. The Company’s historical results do not necessarily indicate results expected for any future periods.

Cautionary Note about Forward-looking Statements. This Report of Foreign Private Issuer on 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 Report of Foreign Private Issuer on 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.

Financial Statements and Exhibits.

Exhibit No.	Description
99.1	<u>SPI Energy Co., Ltd. Unaudited Condensed Consolidated Balance Sheets as of June 30, 2019 and December 31, 2018, and Unaudited Condensed Consolidated Statements of Operations for the six months ended June 30, 2019 and 2018.</u>

SIGNATURE

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.

Dated: November 22, 2019

SPI ENERGY CO., LTD.

By: /s/ Xiaofeng Peng

Name: Xiaofeng Peng

Title: Chief Executive Officer

EX-99.1 2 spi_ex9901.htm FINANCIALS FOR JUNE 30, 2019
Exhibit 99.1

SPI ENERGY CO., LTD.
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except for share and per share data)

	June 30, 2019	December 31, 2018
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 8,662	\$ 4,141
Restricted cash	177	458
Accounts receivable, net	25,459	27,777
Notes receivable	247	526
Inventories, net	13,333	11,906
Project assets	20,130	24,654
Prepaid expenses and other current assets, net	7,831	4,382
Amount due from related parties	6	39
Total current assets	75,845	73,883
Intangible assets	1,520	1,801
Goodwill	1,339	651
Other receivable, noncurrent	835	832
Notes receivable, noncurrent	-	4,297

Property, plant and equipment, net	24,470	21,150
Project assets, noncurrent	16,368	16,368
Investment in affiliates	69,606	69,606
Deferred tax assets, net	134	140
Right-of-use assets	2,744	—
Total assets	<u>\$ 192,861</u>	<u>\$ 188,728</u>
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 19,670	\$ 16,271
Accrued liabilities	16,899	16,495
Income taxes payable	453	293
Advance from customers	17,654	25,984
Short-term borrowings and current portion of long-term borrowings	2,886	3,166
Convertible bonds	49,574	41,600
Amount due to related parties	—	79
Lease liability	496	—
Other current liabilities	66,369	62,643
Total current liabilities	<u>174,001</u>	<u>166,531</u>
Convertible bonds, noncurrent	6,700	13,400
Long-term borrowings, excluding current portion	6,414	6,674
Deferred tax liabilities, net	884	515
Other noncurrent liabilities	1,538	1,538
Lease liability - noncurrent	2,119	—
Total liabilities	<u>191,656</u>	<u>188,658</u>
Equity:		
Ordinary shares, par \$0.0001, 500,000,000 shares authorized, 14,606,125 and 7,914,125 shares issued and outstanding as of June 30, 2019 and December 31, 2018, respectively	1	1
Additional paid in capital	610,480	601,319
Accumulated other comprehensive loss	(35,327)	(35,115)
Accumulated deficit	(577,974)	(570,126)
Total deficit attributable to the shareholders of SPI Energy Co., Ltd.	<u>(2,820)</u>	<u>(3,921)</u>
Noncontrolling interests	4,025	3,991
Total equity	<u>1,205</u>	<u>70</u>
Total liabilities and equity	<u>\$ 192,861</u>	<u>\$ 188,728</u>

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,	
	2019	2018
Net sales	\$ 49,727	\$ 50,637
Cost of goods sold	44,148	45,089
Gross profit	<u>5,579</u>	<u>5,548</u>
Operating expenses:		
General and administrative	10,640	5,041
Sales, marketing and customer service	1,242	463
Provision for doubtful accounts	175	–
Total operating expenses	<u>12,057</u>	<u>5,504</u>
Operating (loss) income	<u>(6,478)</u>	<u>44</u>
Other expense (income):		
Interest expense, net	1,508	3,979
Net foreign exchange gain	(179)	(1,333)
Others	(205)	(184)
Total other expense, net	<u>1,124</u>	<u>2,462</u>
Loss from continuing operations before income taxes	(7,602)	(2,418)
Income tax expense	205	82
Loss from continuing operations including noncontrolling interests (A)	<u>\$ (7,807)</u>	<u>\$ (2,500)</u>
Loss from discontinued operations, net of tax (B)	–	(3,017)
Net loss including noncontrolling interests	<u>\$ (7,807)</u>	<u>\$ (5,517)</u>
Less: Net income (loss) attributable to noncontrolling interests from continuing operations (C)	41	(21)
Less: Net income (loss) attributable to noncontrolling interests from discontinued operations (D)	–	(8)
Net loss attributable to shareholders of SPI Energy Co., Ltd. from continuing operations (A-C)	(7,848)	(2,479)
Net loss attributable to shareholders of SPI Energy Co., Ltd. from discontinued operations (B-D)	<u>–</u>	<u>(3,009)</u>
Net loss attributable to shareholders of SPI Energy Co., Ltd.	<u>\$ (7,848)</u>	<u>\$ (5,488)</u>
Net loss from continuing operations per ordinary share:		
Basic and Diluted	<u>\$ (0.7)</u>	<u>\$ (0.3)</u>
Net loss from discontinued operations per ordinary share:		
Basic and Diluted	<u>\$ –</u>	<u>\$ (0.4)</u>
Weighted average shares outstanding		
Basic and Diluted	<u>10,811,053</u>	<u>7,259,788</u>

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