

Kandi Technologies Group, Inc.  
Form 8-K/A  
March 20, 2014

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

**FORM 8-K**  
(AMENDMENT NO. 1)

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported):**

**March 19, 2014**

**KANDI TECHNOLOGIES GROUP, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**001-33997**  
(Commission File Number)

**90-0363723**  
(IRS Employer Identification)

Jinhua City Industrial Zone  
Jinhua, Zhejiang Province  
People's Republic of China  
Post Code 321016

(Address of principal executive offices)  
(86-579) 8223-9700

Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

As disclosed in Kandi Technologies Group, Inc.'s (the Company ) Current Report on Form 8-K filed with the Securities and Exchange Commission on March 19, 2014, the Company entered into a Securities Purchase Agreement (the Purchase Agreement ) with certain purchasers identified on the signature pages thereto (the Buyers ) pursuant to which the Company will sell to the Buyers, in a registered direct offering, an aggregate of 606,000 shares (the Shares ) of common stock, par value \$0.001 per share ( Common Stock ), at a negotiated purchase price of \$18.24 per share, for aggregate gross proceeds to the Company of approximately \$11,053,440, before deducting fees to the placement agent and other estimated offering expenses payable by the Company. As part of the transaction, the Buyers will also receive 90,900 warrants for the purchase of up to 90,900 shares of our Common Stock at an exercise price of \$22.80 per share (the Warrants ). The Warrants have a term of eighteen months and are exercisable by the holders at any time after the date of issuance.

The Shares, the Warrants and the Common Stock issuable upon exercise of the Warrants are being offered by the Company pursuant to an effective shelf registration statement on Form S-3, which was filed with the Securities and Exchange Commission on April 19, 2013 and was declared effective on May 23, 2013 (File No. 333-188039). A prospectus supplement was filed with the Securities and Exchange Commission on March 19, 2014.

This Amendment No. 1 to Form 8-K is filed in order to file the legal opinion of McKenna Long & Aldridge LLP relating to the legality of the issuance and sale of the Common Shares, the Warrants and the Common Stock issuable upon exercise of the Warrants in the offering, which is attached as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit      Exhibit Title or Description**

**No.**

5.1            Opinion of McKenna Long & Aldridge LLP

23.1           Consent of McKenna Long & Aldridge LLP (included in Exhibit 5.1)

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**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 hereunto duly authorized.

**KANDI TECHNOLOGIES GROUP, INC.**

Date: March 20, 2014

By: /s/ Hu

Xiaoming

Hu Xiaoming

Its: Chief Executive Officer and Chairman of the  
Board of Directors

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