

China XD Plastics Co Ltd
Form SC 13G/A
April 15, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

CHINA XD PLASTICS COMPANY LIMITED

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

16948F107

(CUSIP Number)

April 12, 2019

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

Explanatory Note; This amendment is being filed to update certain information and to provide, as an exhibit, a letter sent by Glenhill Advisors, LLC to the Board of Directors of the Issuer, dated April 12, 2019. The Reporting Persons have not acquired the securities with any purpose, or with the effect, of changing or influencing the control of the Issuer, or in connection with or as a participant in any transaction having that purpose or effect, including any transaction subject to § 240.13d-3(b), other than activities solely in connection with a nomination under § 240.14a-11.

CUSIP No. 16948F107

Names of Reporting Persons

1

Glenhill Advisors, LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

2

(a) (b)
SEC Use Only

3

Citizenship or Place of Organization

4

Delaware

Sole Voting Power

Number of 5

Shares 1,565,012
Beneficially **Shared Voting Power**

Owned by 6

Each 0
Reporting **Sole Dispositive Power**

Person 7

1,565,012
Shared Dispositive Power

With: 8

0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,927,085

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

10

Percent of Class Represented by Amount in Row (9)

11

3.8%

Type of Reporting Person (See Instructions)

12

IA, HC

2

CUSIP No. 16948F107

Names of Reporting Persons

1

Glenn J. Krevlin

Check the Appropriate Box if a Member of a Group (See Instructions)

2

(a) (b)
SEC Use Only

3

Citizenship or Place of Organization

4

United States

Sole Voting Power

Number of **5**

Shares 1,890,262
Beneficially **6**
Owned by 36,823
Each **7**
Reporting **7**
Person 1,890,262
With: **8**
36,823

Shared Voting Power

Sole Dispositive Power

Shared Dispositive Power

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,927,085

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

10

Percent of Class Represented by Amount in Row (9)

11

3.8%

Type of Reporting Person (See Instructions)

12

IN, HC

3

CUSIP No. 16948F107

Names of Reporting Persons

1

Glenhill Capital Advisors, LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

2

(a) (b)
SEC Use Only

3

Citizenship or Place of Organization

4

Delaware

Sole Voting Power

Number of 5

Shares 0
Beneficially **Shared Voting Power**

Owned by 6

Each 1,565,012
Reporting **Sole Dispositive Power**

Person 7

With: 0
Shared Dispositive Power

8

1,565,012

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,927,085

10

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (9)

11

3.8%

Type of Reporting Person (See Instructions)

12

IA, HC

4

CUSIP No. 16948F107

Names of Reporting Persons

1

Glenhill Capital Management, LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

2

(a) (b)
SEC Use Only

3

Citizenship or Place of Organization

4

Delaware

Sole Voting Power

Number of 5

Shares 0
Beneficially **Shared Voting Power**

Owned by 6

Each 1,565,012
Reporting **Sole Dispositive Power**

Person 7

With: 0
Shared Dispositive Power

8

1,565,012

9 **Aggregate Amount Beneficially Owned by Each Reporting Person**

1,927,085

10

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (9)

11

3.8%

Type of Reporting Person (See Instructions)

12

IA, HC

5

Item 1(a). Name of Issuer:

China XD Plastics Company Limited

Item 1(b). Address of Issuer's Principal Executive Offices:

No. 9 Dalian North Road, Haping Road Centralized Industrial Park,
Harbin Development Zone, Heilongjiang Province, PRC 150060

Item 2(a). Name of Person Filing:

Glenhill Advisors, LLC, Glenn J. Krevlin, Glenhill Capital Advisors, LLC and Glenhill Capital Management, LLC.

Glenn J. Krevlin, is the managing member and control person of Glenhill Advisors, LLC, and is the sole shareholder of Krevlin Management, Inc. Krevlin Management, Inc. is the managing member of Glenhill Capital Advisors, LLC, which is the investment manager of Glenhill Capital Overseas Master Fund, LP, and Glenhill Long Fund, LP, each a security holder of the Issuer. Glenhill Advisors, LLC is the managing member of Glenhill Capital Management, LLC. Glenhill Capital Management, LLC is the managing member of Glenhill Long GP, LLC, and is sole shareholder of Glenhill Capital Overseas GP, Ltd. Glenhill Capital Overseas GP, Ltd. is general partner of Glenhill Capital Overseas Master Fund, LP. Glenhill Long GP, LLC is the general partner of Glenhill Long Fund, LP. Glenhill Capital Advisors, LLC is the investment manager for Glenhill Capital Overseas Master Fund LP and Glenhill Long Fund LP.

Item 2(b). Address of Principal Business Office or, if none, Residence:

600 Fifth Avenue, 11th Floor

New York, NY 10020

Item 2(c). Citizenship:

See the response(s) to Item 4 on the attached cover page(s).

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

16948F107

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1:

(a) Amount Beneficially owned:

See the response(s) to Item 9 on the attached cover page(s).

(b) Percent of Class:

See the response(s) to Item 11 on the attached cover page(s), which was determined by dividing the number of shares beneficially held by the Reporting Person by 50,448,841, the number of shares of Common Stock issued and outstanding as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2018.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See the response(s) to Item 5 on the attached cover page(s).

(ii) Shared power to vote or to direct the vote:

See the response(s) to Item 6 on the attached cover page(s).

(iii) Sole power to dispose or to direct the disposition of:

See the response(s) to Item 7 on the attached cover page(s).

(iv) Shared power to dispose or to direct the disposition of:

See the response(s) to Item 8 on the attached cover page(s).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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 12, 2019

GLENHILL ADVISORS, LLC

By: /s/ GLENN J. KREVLIN
Name: Glenn J. Krevlin
Title: Managing Member

/s/ GLENN J. KREVLIN
Name: Glenn J. Krevlin

**GLENHILL CAPITAL ADVISORS,
LLC**

By: KREVLIN MANAGEMENT, INC.
Managing Member

By: /s/ GLENN J. KREVLIN
Name: Glenn J. Krevlin
Title: President

**GLENHILL CAPITAL
MANAGEMENT, LLC**

By: GLENHILL ADVISORS, LLC
Managing Member

By: /s/ GLENN J. KREVLIN
Name: Glenn J. Krevlin
Title: Managing Member

EXHIBIT INDEX

Exhibit 99.1 Letter dated April 12, 2019 sent to the Board of Directors of the Issuer.