

Delta Technology Holdings Ltd
Form 20-F/A
November 23, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 20-F/A**

(Amendment No.1)

(Mark one)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE
ACT OF 1934
OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended June 30, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934
OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

Date of event requiring this shell company report: _____

Commission File Number: 001-35755

Delta Technology Holdings Limited

(Exact name of the Registrant as specified in its charter)

British Virgin Islands

(Jurisdiction of incorporation or organization)

16 Kaifa Avenue

Danyang, Jiangsu, China 212300

(Address of principal executive offices)

Xin Chao

Chief Executives Officer

16 Kaifa Avenue

Danyang, Jiangsu, China 212300

Tel: +86 511-8673-3102

Email: chaoxin77@sina.com

(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of exchange on which registered |
|--|---|
| Ordinary Shares | NASDAQ Capital Market |
| Redeemable Ordinary Share Purchase Warrants | NASDAQ Capital Market |

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Not Applicable.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

Not Applicable.

As of November 16, 2015, the issuer had 9,567,034 ordinary shares outstanding (including 1,500,000 ordinary shares subject to certain net income performance targets).

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

US GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

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If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

EXPLANATORY NOTE

Delta Technology Holdings Limited is filing this Amendment No. 1 (the “Amendment No.1”) to the Annual Report on Form 20-F for the fiscal year ended June 30, 2015 originally filed with the Securities and Exchange Commission (the “Commission”) on November 17, 2015 (the “Original Report”) solely for the purpose of amending certain disclosure under Item 16F Change In Registrant’s Certifying Accountants and filing the letter from Marcum LLP addressed to the Commission regarding disclosure provided in Item 16F as Exhibit 99.1.

Other than as expressly set forth above, this Amendment No. 1 does not, and does not purport to, amend, update or restate the information in any other items of the Original Report, or reflect events that have occurred after the Original Report was filed.

ITEM 16F. CHANGE IN REGISTRANT’S CERTIFYING ACCOUNTANTS

On February 25, 2012, Marcum LLP (“Marcum”) was engaged to act as the Company’s independent registered public accounting firm. Upon consummation of the Acquisition, Delta’s accounting firm, Dominic K.F. Chan & Co (“Dominic Chan”), became the Company’s principal independent registered public accounting firm and Marcum’s engagement as the Company’s principal independent register public accounting firm therefore ended. Marcum was notified of their termination on November 16, 2015.

The reports of Marcum on the Company’s financial statements as of and for the years ended October 31, 2013 and 2012 contained no adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles except that such report on the Company’s financial statements contained an explanatory paragraph related to the Company’s ability to continue as an going concern. As disclosed in Item 15 of the Company’s Annual Report on Form 20-F for the fiscal year ended October 31, 2013, the Company’s management and Board of Directors identified certain matters that constituted material weaknesses in the Company’s internal control over financial reporting. During the years ended October 31, 2013 and 2012, and the subsequent interim period through the date of the termination of Marcum’s engagement (“Engagement Period”), there were no “disagreements,” as that term is defined in Item 16F(a)(1)(iv) of Form 20-F and the related instructions to Item 16F of Form 20-F, with Marcum on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Marcum, would have caused it to make reference to the subject matter of the disagreements in connection with its reports on the consolidated financial statements of the Company. Furthermore, except for the material weaknesses in the Company’s internal control over financial reporting discussed above, no “reportable events,” as that term is defined in Item 16F(a)(1)(v) of Form 20-F, occurred within the periods covered by Marcum’s reports on the consolidated financial statements of the Company, or subsequently up to the date of the termination of Marcum’s engagement.

The Company provided Marcum with a copy of the foregoing disclosure and requested that Marcum furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not Marcum agrees with the statements made above, and if not, stating the respects in which it does not agree. A copy of such letter, dated November 23, 2015, is filed as Exhibit 99.1 to this Amendment No. 1.

During the years ended October 31, 2013 and 2012 and the subsequent interim period prior to Dominic Chan's appointment, neither the Company nor anyone on its behalf consulted Dominic Chan regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and either a written report was provided to the Company or oral advice was provided that Dominic Chan concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a "disagreement" or a "reportable event" as described above.

ITEM 19. EXHIBITS

The list of exhibits in the Exhibit Index to this report is incorporated herein by reference.

SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Date: November 23, 2015 **DELTA TECHNOLOGY HOLDINGS LIMITED**

/s/ Xin Chao
Xin Chao
Chief Executive Officer and Chairman

EXHIBIT INDEX

Exhibit No. Description

99.1* Letter from Marcum LLP addressed to the Securities and Exchange Commission regarding the disclosure provided in Item 16F

*Filed herewith.