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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 6-K

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**REPORT OF FOREIGN ISSUER**  
**Pursuant to Rule 13a-16 or 15d-16**  
**of the Securities Exchange Act of 1934**

**For the Month of October 2018**

**Commission File Number 1-33208**

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# HANWHA Q CELLS CO., LTD.

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**Hanwha Building 9F**  
**86 Cheonggyecheon-ro**  
**Jung-gu, Seoul, Korea 100-797**  
**(Address of Principal Executive Offices)**

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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).)

Yes  No

(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).)

Yes  No

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes  No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- )

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**Exhibit Index**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Hanwha Q CELLS Enters into Definitive Agreement for Going Private Transaction
99.2	Plan of Merger, dated as of October 15, 2018

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**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 hereunto duly authorized.

Hanwha Q CELLS Co., Ltd.

Date: October 15, 2018

By: /s/ Hee Cheul Kim

Name: Hee Cheul Kim

Title: Chairman and CEO

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**Hanwha Q CELLS Enters Into Definitive Agreement for Going-Private Transaction**

Seoul, South Korea, October 15, 2018 -- Hanwha Q CELLS Co., Ltd. ("Hanwha Q CELLS" or the "Company") (NASDAQ: HQCL), a global leading photovoltaic manufacturer of high-performance, high-quality solar modules, today announced that it has entered into a definitive plan of merger (the "Plan of Merger") with Hanwha Solar Holdings Co., Ltd., a subsidiary of Hanwha Chemical Corporation incorporated in the Republic of Korea (the "Hanwha Solar"), pursuant to which the Company will be acquired by Hanwha Solar in an all-cash transaction implying an equity value of the Company of approximately \$825 million.

Pursuant to the terms of the Plan of Merger, at the effective time of the merger, each ordinary share of the Company issued and outstanding immediately prior to the effective time of the merger (each a "Share") will be cancelled and cease to exist in exchange for the right to receive \$0.20 in cash without interest, and each American depositary share (each an "ADS") of the Company, representing 50 Shares, will be cancelled in exchange for the right to receive \$9.90 in cash without interest, except for Shares (including Shares represented by ADSs) owned by Hanwha Solar.

The merger consideration represents a premium of 50.0% to the closing price of the Company's ADSs on August 2, 2018, the last trading day prior to Hanwha Solar's announcement of its proposal to purchase the shares of the Company that it does not already own, and a premium of 52.0% to the average closing price of the Company's ADSs during the 3-month period prior to the disclosure of Hanwha Solar's proposal.

Hanwha Solar intends to fund the merger with equity.

The Company's board of directors (the "Board") established a committee of independent and disinterested directors to evaluate the potential transaction (the "Special Committee"). The Special Committee considered the proposed merger and negotiated the terms of the Plan of Merger with the assistance of its financial and legal advisors, and unanimously recommended that the Board approve the Plan of Merger and the merger. The Plan of Merger and the merger were also approved by the Audit Committee of the Board.

After considering various factors, including the Special Committee's unanimous recommendation, and the Audit Committee's approval, of the Plan of Merger and the merger, the Board approved the Plan of Merger and the merger. Because Hanwha Solar owns approximately 93.9% of the Company, shareholder approval of the Plan of Merger and the merger is not required under the Companies Law of the Cayman Islands.

The merger is currently expected to close during the first quarter of 2019. If completed, the merger will result in the Company becoming a privately owned company, its ADSs will no longer be listed on the Nasdaq Global Select Market and the ADS program will be subsequently terminated.

Houlihan Lokey Capital, Inc. is serving as financial advisor to the Special Committee, Skadden, Arps, Slate, Meagher & Flom LLP is serving as U.S. legal counsel to the Special Committee, and Conyers Dill & Pearman is serving as Cayman Islands legal counsel to the Special Committee.

Cleary Gottlieb Steen & Hamilton LLP is serving as U.S. legal counsel to Hanwha Solar, and Walkers is serving as Cayman Islands legal counsel to Hanwha Solar.

**Additional Information About the Merger**

The Company will furnish to the U.S. Securities and Exchange Commission (the "SEC") a current report on Form 6-K regarding the merger, which will include as an exhibit thereto the Plan of Merger. All parties desiring details regarding the merger are urged to review these documents, which will be available at the SEC's website (<http://www.sec.gov>).

In connection with the merger, the Company will prepare and mail a Schedule 13E-3 Transaction Statement (the "Schedule 13E-3"). The Schedule 13E-3 will be filed with or furnished to the SEC. INVESTORS AND SHAREHOLDERS ARE URGED TO READ CAREFULLY AND IN THEIR ENTIRETY THE SCHEDULE 13E-3 AND OTHER MATERIALS FILED WITH OR FURNISHED TO THE SEC WHEN THEY BECOME AVAILABLE, AS THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY, THE MERGER AND RELATED MATTERS. In addition to receiving the Schedule 13E-3 by mail, shareholders also will be able to obtain these documents, as well as other filings containing information about the Company, the merger and related matters, without charge, from the SEC's website (<http://www.sec.gov>) or at the SEC's public reference room at 100 F Street, NE, Room 1580, Washington, D.C. 20549.

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## **About Hanwha Q CELLS**

Hanwha Q CELLS Co., Ltd. (NASDAQ: HQCL) is one of the world's largest and most recognized photovoltaic manufacturers for its high-performance, high-quality solar cells and modules. It is headquartered in Seoul, South Korea (Global Executive HQ) and Thalheim, Germany (Technology & Innovation HQ) with its diverse international manufacturing facilities in Malaysia and China. Hanwha Q CELLS offers the full spectrum of photovoltaic products, applications and solutions, from modules to kits to systems to large-scale solar power plants. Through its growing global business network spanning Europe, North America, Asia, South America, Africa and the Middle East, the company provides excellent services and long-term partnerships to its customers in the utility, commercial, governmental and residential markets. Hanwha Q CELLS is a flagship company of Hanwha Group, a FORTUNE Global 500 firm and a Top 10 business enterprise in South Korea. For more information, visit: <http://www.hanwha-qcells.com>.

## **Safe Harbor Statement**

This report contains forward-looking statements that are not statements of historical fact. These statements constitute "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as "will," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates" and similar statements. Such statements involve certain risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Such risks and uncertainties include pending administrative and civil actions in the United States under existing or potential new statutes and regulations governing trade between the United States and other countries, and potential antidumping, countervailing or other duties imposed on goods imported into the United States, as well as the Company's access to new capacity from an affiliate. Further information regarding these and other risks is included in Hanwha Q CELLS' filings with the SEC, including its annual report on Form 20-F. Except as required by law, Hanwha Q CELLS does not undertake any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

SOURCE: Hanwha Q CELLS Co., Ltd.

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**PLAN OF MERGER**

**THIS PLAN OF MERGER** is made on .

**BETWEEN**

(1) Hanwha Solar Holdings Co., Ltd., an exempted company with limited liability incorporated under the Laws of the Cayman Islands on 25 August 2010, with its registered office situated at the offices of Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands ("**Parent**" or the "**Surviving Company**"); and

(2) Hanwha Q CELLS Co., Ltd., an exempted company incorporated under the Laws of the Cayman Islands on 12 May 2006, with its registered office situated at the offices of Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands (the "**Company**" and together with Parent, the "**Constituent Companies**").

**WHEREAS**

(a) Parent is the registered holder of a total of 3,910,394,778 ordinary shares with a par value of US\$0.0001 each in the issued share capital of the Company (the "**Ordinary Shares**") representing 93.9% of the issued share capital of the Company.

(b) Parent and the Company have agreed to merge (the "**Merger**") on the terms and conditions contained in this plan of merger (the "**Plan of Merger**") and under the provisions of Part XVI of the Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) (the "**Companies Law**"), pursuant to which the Company will merge with and into Parent and cease to exist and Parent will continue as the surviving company in the Merger.

(c) This Plan of Merger is made in accordance with section 233 of the Companies Law and approved pursuant to section 233(7) of the Companies Law whereby the shareholders of Parent and the Company are not required to approve this Plan of Merger by reason of the Company being a subsidiary of Parent.

**WITNESSETH**

**CONSTITUENT COMPANIES**

The constituent companies (as defined in the Companies Law) to the Merger are Parent and the Company.

**NAME OF THE SURVIVING COMPANY**

The surviving company (as defined in the Companies Law) shall be the Surviving Company which shall be named Hanwha Q CELLS Co., Ltd.

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## REGISTERED OFFICE

The Surviving Company shall have its registered office at the offices of Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands.

## AUTHORISED AND ISSUED SHARE CAPITAL

Immediately prior to the Effective Date (as defined below) the authorized share capital of Parent was US\$100,000 divided into 10,000,000 shares with a par value of US\$0.01 each, of which 8,688,657 shares have been issued and fully paid.

Immediately prior to the Effective Date the authorized share capital of the Company was US\$700,000 divided into 7,000,000,000 shares of a par value of US\$0.0001 each, of which 4,165,088,417 shares have been issued and fully paid.

On the Effective Date, the authorized share capital of the Surviving Company shall be US\$ 100,000 divided into 10,000,000 ordinary shares with a par value of US\$0.01 each of which 8,688,657 shares shall be in issue credited as fully paid.

On the Effective Date:

(a) Each share in Parent of a par value of US\$0.01 in the capital of Parent issued and outstanding immediately prior to the Effective Date shall be converted into and become one validly issued, fully paid and non-assessable share with a par value of US\$ 0.01 each in the share capital of the Surviving Company.

(b) Each Ordinary Share issued and outstanding immediately prior to the Effective Date, other than Ordinary Shares held by Parent (together, the “**Excluded Shares**”), shall be cancelled and cease to exist in exchange for the right to receive US\$0.20 in cash per Ordinary Share, or US\$9.90 in cash per American depository share of the Company, without interest.

(c) Each Excluded Share issued and outstanding immediately prior to the Effective Date shall be cancelled and cease to exist without payment of any consideration or distribution therefor.

(d) The rights and restrictions attaching to the shares of the Surviving Company shall be as set out in the Memorandum of Association and Articles of Association of the Surviving Company in the form attached as Appendix I to this Plan of Merger.

## EFFECTIVE DATE

The Merger shall take effect on \_\_\_\_\_, 2018 (the “**Effective Date**”).

## PROPERTY

On the Effective Date, the rights, property of every description including choses in action, and the business, undertaking, goodwill, benefits, immunities and privileges of each of the Constituent Companies shall immediately vest in the Surviving Company which shall be liable for and subject, in the same manner as the Constituent Companies, to all mortgages, charges, or security interests and all contracts, obligations, claims, debts and liabilities of each of the Constituent Companies.

**MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION**

On the Effective Date the Memorandum of Association and Articles of Association of the Surviving Company shall be amended and restated in the form attached as Appendix 1 to this Plan of Merger, except that the name of the Surviving Company will be "Hanwha Q CELLS Co., Ltd."

**DIRECTORS BENEFITS**

There are no amounts or benefits payable to the directors of the Constituent Companies on the Merger becoming effective.

**DIRECTORS OF THE SURVIVING COMPANY**

The names and addresses of the directors of the Surviving Company are as follows:

<b>NAME</b>	<b>ADDRESS</b>
Hee Cheul Kim	86, Cheonggyecheon-ro, Jung-gu Seoul, Republic of Korea 04541
Sang Hoon Kim	888 Linyang Road, Qidong Jiangsu 226200 People's Republic of China
Jung Pyo Seo	86, Cheonggyecheon-ro, Jung-gu Seoul, Republic of Korea 04541
Joo Yoon	86, Cheonggyecheon-ro, Jung-gu Seoul, Republic of Korea 04541
Moon Seong Choi	86, Cheonggyecheon-ro, Jung-gu Seoul, Republic of Korea 04541

**SECURED CREDITORS**

Parent has no secured creditors and has granted no fixed or floating security interests that are outstanding as at the date of this Plan of Merger.

The Company has no secured creditors and has granted no fixed or floating security interests that are outstanding as at the date of this Plan of Merger.

**RIGHT OF TERMINATION**

This Plan of Merger may be terminated or amended by the respective board of directors of each of Parent and the Company at any time prior to the Effective Date.

**APPROVAL AND AUTHORIZATION**

This Plan of Merger has been approved by the board of directors of each of Parent and the Company pursuant to section 233(7) of the Companies Law.

**COUNTERPARTS**

This Plan of Merger may be executed by facsimile and in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

**GOVERNING LAW**

This Plan of Merger shall be governed by and construed in accordance with the Laws of the Cayman Islands.

In witness whereof the parties hereto have caused this Plan of Merger to be executed on the day and year first above written.

Duly authorized for and on behalf of  
Hanwha Solar Holdings Co., Ltd.:

/s/ Sang-Heum Han

Name: Sang-Heum Han

Director

Duly authorized for and on behalf of  
Hanwha Q CELLS Co., Ltd.:

/s/ Jung Pyo Seo

Name: Jung Pyo Seo

Director

**Appendix I**

(Memorandum of Association and Articles of Association of Surviving Company)