
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): _____ April 6, 2018

HIGHPOWER INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware 001-34098 20-4062622

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

Building A1, Luoshan Industrial Zone, Shanxia, Pinghu, Longgang, Shenzhen, Guangdong, 518111, China
(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code _____ (86) 755-89686238

(Former name or former address, if changed since last report.)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Items.

On April 6, 2018, Highpower International, Inc. (the "Company") entered into a settlement agreement with FirsTrust China Ltd. ("FT") with respect to claims and counterclaims filed in the Court of Chancery of the State of Delaware. Pursuant to the settlement agreement the parties agreed to mutual releases and to dismiss all claims, and the Company agreed to pay FT a total of \$450,000. The first installment of \$212,500 will be paid with the issuance by the Company of 50,000 shares of common stock, and the second installment of \$237,500 will be paid by July 19, 2018 in cash or shares of common stock, at the Company's discretion. If the Company chooses to pay the second installment in the form of shares, the price per share will be based on the closing price of the common stock on July 16, 2018. The shares of common stock will be issued to FT pursuant to the Company's existing shelf registration statement.

The opinion of counsel relating to the issuance of the shares of common stock is attached hereto as exhibit 5.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|-----------------------------|--|
| <u>5.1</u> | <u>Opinion of Manatt, Phelps & Philipps, LLP</u> |
| <u>23.1</u> | <u>Consent of Manatt, Phelps & Philipps, LLP (included in exhibit 5.1)</u> |

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.

Dated: April 9, 2018

Highpower International, Inc.

/s/ Shengbin (Sunny) Pan

By: Shengbin (Sunny) Pan

Its: Chief Financial Officer

EXHIBIT INDEX

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Manatt, Phelps & Phillips, LLP

April 9, 2018

Highpower International, Inc.
Building A1, Luoshan Industrial Zone,
Shanxia, Pinghu, Longgang,
Shenzhen, Guangdong, 518111
People's Republic of China

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Highpower International, Inc., a Delaware corporation (the "Company"), in connection with the filing of a prospectus supplement dated April 5, 2018 (the "Prospectus Supplement") to the prospectus dated April 20, 2017 (together, the "Prospectus") relating to the issuance by the Company, pursuant to that certain Settlement Agreement dated April 5, 2018 (the "Settlement Agreement"), by and between the Company, FirsTrust China, Ltd., a limited liability company existing under the laws of the People's Republic of China and Jian Ke (a.k.a., Patrick Ko), Kai Ding, Chen Lin, and Yunfeng Jiang, of 50,000 shares (the "Shares") of the Company's common stock, par value \$.0001 per share (the "Common Stock"). The Prospectus forms a part of the Company's registration statement on Form S-3 (No. 333-217294) (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), which was declared effective by the Commission on April 20, 2017. This opinion letter also relates to the preferred stock purchase rights associated with the Common Stock (the "Rights"), with respect to the Shares, to be issued pursuant to the Rights Agreement dated September 12, 2017 (the "Rights Agreement").

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act.

We have examined or considered originals or copies, certified or otherwise identified to our satisfaction, of the certificate of incorporation of the Company, as amended and as in effect on and as of the date hereof, the bylaws of the Company, as amended and as in effect on and as of the date hereof, the Rights Agreement, records of relevant corporate proceedings with respect to the authorization and issuance of the Shares, and such other documents, instruments and corporate records as we have deemed necessary or appropriate for the expression of the opinions contained herein. We also have obtained from the officers of the Company certificates as to certain factual matters necessary for the purpose of this opinion and, insofar as this opinion is based on such matters of fact, we have relied solely on such certificates without independent investigation.

11355 West Olympic Boulevard, Los Angeles, California 90064-1614 Telephone: 310.312.4000 Fax: 310.312.4224

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In connection with our representation of the Company, and as a basis for the opinion expressed herein, we have assumed the legal capacity of all natural persons, the authenticity and completeness of all records, certificates and other instruments submitted to us as originals, the conformity to original documents of all records, certificates and other instruments submitted to us as copies, and the correctness of all statements of fact contained in all records, certificates and other instruments that we have examined. We have not independently verified any of those assumptions.

In rendering this opinion, we have also assumed that the Rights Agreement has been duly authorized, executed and delivered by the rights agent and that the members of the Board of Directors of the Company (the "Board") have acted in a manner consistent with their fiduciary duties as required under applicable law in adopting the Rights Agreement. This opinion does not address the determination a court of competent jurisdiction may make regarding whether the Board may be required to redeem or terminate, or take other action with respect to, the Rights in the future based on the facts and circumstances then existing. Moreover, this opinion addresses corporate procedures in connection with the issuance of the Rights associated with the Shares, and not any particular provision of the Rights or the Rights Agreement. It should be understood that it is not settled whether the invalidity of any particular provision of a rights agreement or purchase rights issued thereunder would invalidate such rights in their entirety.

Based upon the foregoing and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued in the manner and under the terms of the Settlement Agreement, will upon such issuance be legally issued, fully paid and non-assessable, and the Rights associated with the Shares will be validly issued.

We express no opinion as to the applicability or effect of any laws, orders or judgments of any state or other jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting those laws). This opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or the Shares.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission adopted under the Securities Act.

Sincerely,

/s/ Manatt, Phelps & Phillips, LLP

Manatt, Phelps & Phillips, LLP
