

Deer Consumer Products, Inc.  
Form 8-K  
September 23, 2009

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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): September 21, 2009

DEER CONSUMER PRODUCTS, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other Jurisdiction of  
Incorporation)

333-140545  
(Commission File Number)

20-5526104  
(IRS Employer Identification  
No.)

Area 2, 1/F, Building M-6,  
Central High-Tech Industrial Park,  
Nanshan,  
Shenzhen, China  
(Address of Principal Executive  
Offices)

518057  
(Zip Code)

Registrant's telephone number, including area code: (86) 755-8602-8285

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:

- 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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This Form 8-K and other reports filed by Registrant from time to time with the Securities and Exchange Commission (collectively the "Filings") contain or may contain forward looking statements and information that are based upon beliefs of, and information currently available to, Registrant's management as well as estimates and assumptions made by Registrant's management. When used in the filings the words "anticipate", "believe", "estimate", "expect", "future", "intend", "plan" or the negative of these terms and similar expressions as they relate to Registrant or Registrant's management identify forward looking statements. Such statements reflect the current view of Registrant with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to Registrant's industry, Registrant's operations and results of operations and any businesses that may be acquired by Registrant. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Although Registrant believes that the expectations reflected in the forward looking statements are reasonable, Registrant cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, Registrant does not intend to update any of the forward-looking statements to conform these statements to actual results.

#### Item 1.01 Entry into a Material Definitive Agreement.

On September 21, 2009, Deer Consumer Products, Inc. ("Deer" or the "Company") completed a closing of a private placement offering of 1,500,000 Units at an offering price of \$10.00 per Unit for aggregate offering price of \$15,000,000 to non-U.S. investors. Each Unit consisted of one share of Deer's common stock, par value \$.001 per share (the "Common Stock"), and a three year warrant to purchase 30% of one share of Common Stock, or an aggregate of 450,000 shares of Common Stock, at an exercise price of \$10.00 per share. A non-U.S. advisor to the Company received fees of 9% of the gross proceeds and warrants to purchase 150,000 shares of Common Stock on the same terms as the non-U.S. investors. The investors received registration rights. The forms of the warrants and Registration Rights Agreement are attached as Exhibits 10.3 and 10.4, respectively, to this Current Report on Form 8-K.

The Company issued the shares pursuant to an exemption from registration under Regulation S promulgated under the Securities Act of 1933, as amended.

The above descriptions are not complete and are qualified in their entirety by reference to the complete text of those documents, which are incorporated herein by reference.

Deer anticipates that the net proceeds of the Offering will be used for Chinese domestic market expansion and working capital purposes.

#### Item 3.02 Un-Registered Sales of Equity Securities

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference into this Item 3.02.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Number Document

10.3 Form of Warrant

10.4 Form of Registration Rights Agreement

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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.

DEER CONSUMER PRODUCTS, INC.

By: /s/ Ying He  
Name: Mr. Ying He  
Title: Chief Executive Officer

Date: September 22, 2009

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