

Ascent Solar Technologies, Inc.
 Form 4/A
 April 12, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BIAO XU

2. Issuer Name and Ticker or Trading Symbol
Ascent Solar Technologies, Inc. [ASTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12300 GRANT STREET
 (Street)
THORNTON, CO 80241
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2016
 4. If Amendment, Date Original Filed(Month/Day/Year)
03/14/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| No securities are beneficially owned. | | | | (A) or (D) | 0 ⁽¹⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Date Exercisable | 9. Expiration Date | 10. Title | 11. Amount |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|--------------------|-----------|------------|
| Common Stock Option (Right to Buy) | \$ 0.06 | 03/10/2016 | | A | 100,000 | 03/10/2016 ⁽²⁾ | 03/10/2016 | 03/10/2016 | Common Stock | 100,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BIAO XU 12300 GRANT STREET THORNTON, CO 80241 | | X | | |

Signatures

/s/ James H. Carroll, Attorney-in-Fact
Date: 04/12/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Does not include shares held by TFG Radiant Investment Group Ltd. ("TFG Radiant"), which is the Issuer's largest stockholder. Mr. Xu is an investor in TFG Radiant and disclaims beneficial ownership of shares held by TFG Radiant (except to the extent of his pecuniary interest therein).
- (2) The stock options vest in equal monthly installments beginning on April 10, 2016, such that the stock options are fully vested as of March 10, 2018.

Remarks:

Xu Biao (aka Winston Xu) is a Board designee of TFG Radiant pursuant to the Amended and Restated Stockholders' Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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