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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of February 2021

Commission File Number: 001-39978

CN Energy Group. Inc.

**Building 1-B, Room 303, No. 268 Shiniu Road
Liandu District, Lishui City, Zhejiang Province 323010
The PRC
+86-571-87555823
(Address of principal executive office)**

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):

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):

On February 10, 2021, Network 1 Financial Securities, Inc., as the representative of the underwriters in the initial public offering (the "IPO") of CN Energy Group, Inc. (the "Company") exercised in full its option to purchase 750,000 additional ordinary shares at a price of \$4.00 per share. The closing of the sale of the over-allotment shares took place on February 17, 2021. Gross proceeds of the IPO of the Company, including proceeds from the sale of the over-allotment shares, totaled \$23 million, before deducting underwriting discounts and other related expenses.

The Company issued a press release on February 17, 2021 announcing the full exercise of the underwriters' over-allotment option. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

This report does not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

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, thereunto duly authorized.

CN Energy Group. Inc.

Date: February 17, 2021

By: /s/ Kangbin Zheng

Name: Kangbin Zheng

Title: Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release on Full Exercise of the Underwriters' Over-Allotment Option

CN Energy Group. Inc. Announces Full Exercise of Underwriters' Over-Allotment Option

Lishui, China, February 17, 2021 – CN Energy Group. Inc. (the “Company”), a China-based manufacturer and supplier of wood-based activated carbon and a producer of biomass electricity, today announced that the underwriters of its initial public offering (the “Offering”) had exercised in full their option to purchase 750,000 additional ordinary shares at a public offering price of US\$4.00 per share to cover over-allotments.

Gross proceeds from the Offering, including proceeds from the exercise of the over-allotment option, totaled US\$23 million, before deducting underwriting discounts and other related expenses. The Company’s ordinary shares began trading on the Nasdaq Capital Market on February 5, 2021 under the ticker symbol “CNEY.”

Proceeds from the Offering will be used to fund the construction of a new manufacturing facility in Manzhouli City and for research and development, working capital, and general corporate purposes.

The Offering was conducted on a firm commitment basis. Network 1 Financial Securities, Inc. served as representative of the underwriters for the Offering. Hunter Taubman Fischer & Li LLC acted as counsel to the Company, and Loeb & Loeb LLP acted as counsel to Network 1 Financial Securities, Inc. in connection with the Offering.

A registration statement on Form F-1 relating to the Offering was filed with the Securities and Exchange Commission (“SEC”) (File Number: 333-239659) and was declared effective by the SEC on February 4, 2021. The Offering is being made only by means of a prospectus, forming a part of the registration statement. Copies of the final prospectus relating to the Offering may be obtained from Network 1 Financial Securities, Inc., by email at kmu@netw1.com or standard mail to Network 1 Financial Securities, Inc., 2 Bridge Avenue, Suite 241 Red Bank, NJ 07701. In addition, a copy of the prospectus relating to the Offering may be obtained via the SEC’s website at www.sec.gov.

Before you invest, you should read the prospectus and other documents the Company has filed or will file with the SEC for more complete information about the Company and the Offering. This press release does not constitute an offer to sell, or the solicitation of an offer to buy any of the Company’s securities, nor shall such securities be offered or sold in the United States absent registration or an applicable exemption from registration, nor shall there be any offer, solicitation, or sale of any of the Company’s securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

About CN Energy Group. Inc.

CN Energy Group. Inc. is a China-based manufacturer and supplier of wood-based activated carbon and a producer of biomass electricity. The Company also provides activated carbon related technical services. Its wood-based activated carbon is primarily used in pharmaceutical manufacturing, industrial manufacturing, water purification, environmental protection, and food and beverage production. For more information, visit the company’s website at www.cneny.com.

Forward-Looking Statements

All statements other than statements of historical fact in this announcement are forward-looking statements, including but not limited to, the Company's proposed Offering. These forward-looking statements involve known and unknown risks and uncertainties and are based on current expectations and projections about future events and financial trends that the Company believes may affect its financial condition, results of operations, business strategy, and financial needs. Investors can identify these forward-looking statements by words or phrases such as "may," "will," "expect," "anticipate," "aim," "estimate," "intend," "plan," "believe," "potential," "continue," "is/are likely to" or other similar expressions. The Company undertakes no obligation to update forward-looking statements to reflect subsequent occurring events or circumstances, or changes in its expectations, except as may be required by law. Although the Company believes that the expectations expressed in these forward-looking statements are reasonable, it cannot assure you that such expectations will turn out to be correct, and the Company cautions investors that actual results may differ materially from the anticipated results and encourages investors to review other factors that may affect its future results in the Company's registration statement and in its other filings with the SEC.

For more information, please contact:

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