

FIRST SOLAR, INC.  
Form S-8 POS  
June 08, 2010

As filed with the Securities and Exchange Commission on June 8, 2010

Registration No. 333-140807

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Post-Effective Amendment No. 1 to  
Form S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

FIRST SOLAR, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

20-4623678  
(I.R.S. Employer Identification No.)

350 West Washington Street, Suite 600  
Tempe, Arizona 85281  
(Address of principal executive offices, including zip code)

First Solar, Inc. 2006 Omnibus Incentive Compensation Plan

First Solar Holdings, LLC 2003 Unit Option Plan  
(Full title of plans)

Robert J. Gillette  
Chief Executive Officer  
First Solar, Inc.  
350 West Washington Street, Suite 600  
Tempe, Arizona 85281  
(602) 414-9300  
(Name, address and telephone number, including area code, of agent for service)

Copies to:  
Erik R. Tavzel, Esq.

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Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, New York 10019  
(212) 474-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934. (Check one):

|  |  |
|--|--|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/>         |
| Non-accelerated filer <input type="checkbox"/>   | Smaller reporting company <input type="checkbox"/> |

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

Pursuant to Item 512(a)(3) of Regulation S-K, this Post-Effective Amendment No. 1 (this “Amendment”) to the Registration Statement on Form S-8 (Registration No. 333-140807) filed with the Securities and Exchange Commission (the “Commission”) on February 21, 2007 (the “Registration Statement”) deregisters 2,120,882 shares of common stock, par value \$0.001 per share, of First Solar, Inc. (“Common Stock”), which were registered under the Registration Statement but remain unsold (the “Remaining Shares”). Concurrently with the filing of this Amendment, the registrant is filing a new Registration Statement on Form S-8 (the “New Registration Statement”), which registers 9,620,882 shares of Common Stock, including the Remaining Shares. In accordance with Instruction E to the General Instructions to Form S-8 and interpretations of the Division of Corporation Finance of the Commission, the portion of the registration fee allocable to the Remaining Shares, which the registrant paid to the Commission in connection with the original filing of the Registration Statement, is carried forward to the New Registration Statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in City of Tempe, State of Arizona, on June 8, 2010.

First Solar, Inc.

By: /s/ James Zhu

Name: James Zhu

Title: Chief

Accounting Officer

The officers and directors of First Solar, Inc. whose signatures appear below hereby constitute and appoint Jens Meyerhoff, James Zhu and Mary Beth Gustafsson, or any of them, to act severally as attorneys-in-fact and agents, with power of substitution and resubstitution, for each of them in any and all capacities, to sign any amendments, including post-effective amendments, of and supplements to the Registration Statement and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that such attorneys-in-fact, or substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 has been signed below by the following persons in the capacities and on the dates indicated.

| Signature                                    | Title  | Date         |
|--|--|--------------|
| /s/ Michael J. Ahearn<br>Michael J. Ahearn   | Executive Chairman and<br>Chairman of the Board of<br>Directors          | June 8, 2010 |
| /s/ Robert J. Gillette<br>Robert J. Gillette | Chief Executive Officer and<br>Director<br>(Principal Executive Officer) | June 8, 2010 |
| /s/ Jens Meyerhoff<br>Jens Meyerhoff         | Chief Financial Officer<br>(Principal Financial Officer)                 | June 8, 2010 |
| /s/ James Zhu<br>James Zhu                   | Chief Accounting Officer<br>(Principal Accounting Officer)               | June 8, 2010 |
| /s/ Craig Kennedy<br>Craig Kennedy           | Director   | June 8, 2010 |
| /s/ James F. Nolan<br>James F. Nolan         | Director   | June 8, 2010 |
| /s/ William J. Post<br>William J. Post       | Director   | June 8, 2010 |
| /s/ J. Thomas Presby<br>J. Thomas Presby     | Director   | June 8, 2010 |

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/s/ Paul H. Stebbins  
Paul H. Stebbins

Director

June 8, 2010

/s/ Michael Sweeney  
Michael Sweeney

Director

June 8, 2010

/s/ Jose Villarreal  
Jose Villarreal

Director

June 8, 2010

EXHIBIT INDEX

| Exhibit Number | Description  |
|----------------|--|
| 24.1           | Powers of Attorney (included as part of the signature page to this Post-Effective Amendment No. 1) |