

AMERICAN SUPERCONDUCTOR CORP /DE/

Form S-8

November 02, 2010

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As filed with the Securities and Exchange Commission on November 2, 2010

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933
American Superconductor Corporation
(Exact Name of Registrant as Specified in Its Charter)**

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

04-2959321
(I.R.S. Employer
Identification No.)

64 Jackson Road, Devens, Massachusetts
(Address of Principal Executive Offices)

01434
(Zip Code)

**2007 Stock Incentive Plan, as amended
2000 Employee Stock Purchase Plan, as amended**
(Full Title of the Plan)

**Gregory J. Yurek
Chairman and Chief Executive Officer
American Superconductor Corporation
64 Jackson Road
Devens, Massachusetts 01434**

(Name and Address of Agent For Service)

(978) 842-3000

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------------|---|---|----------------------------------|
| | | \$ 34.10(3) | \$ 119,350,000(3) | \$ 8,510 |

| | |
|--|---------------------|
| Common Stock, \$0.01 par value per share | 3,500,000 shares(2) |
|--|---------------------|

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
 - (2) Consists of (i) 3,000,000 shares issuable under the 2007 Stock Incentive Plan, as amended and (ii) 500,000 shares issuable under the 2000 Employee Stock Purchase Plan, as amended.
 - (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Market on October 29, 2010.
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STATEMENT OF INCORPORATION BY REFERENCE

Except as otherwise set forth below, this registration statement on Form S-8 incorporates by reference the contents of (i) the registration statements on Form S-8, File No. 333-145685 relating to the registrant's 2007 Stock Incentive Plan, as amended, and (ii) the registration statements on Form S-8, File No. 333-111477 and File No. 333-58016 relating to the registrant's 2000 Employee Stock Purchase Plan, as amended.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Devens, Massachusetts, on this November 2, 2010.

AMERICAN SUPERCONDUCTOR
CORPORATION

By: /s/ Gregory J. Yurek
Gregory J. Yurek
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of American Superconductor Corporation, hereby severally constitute and appoint Gregory J. Yurek, David A. Henry and John W. Powell, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable American Superconductor Corporation to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|-------------------|
| /s/ Gregory J. Yurek Gregory J. Yurek | Director, Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | November 2, 2010 |
| /s/ David A. Henry David A. Henry | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | November 2, 2010 |
| /s/ Vikram S. Budhraj Vikram S. Budhraj | Director | November 2, 2010 |
| /s/ Peter O. Crisp Peter O. Crisp | Director | November 2, 2010 |
| /s/ Richard Drouin Richard Drouin | Director | November 2 , 2010 |

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| Signature | Title | Date |
|--|----------|------------------|
| /s/ David R. Oliver, Jr. David R. Oliver, Jr. | Director | November 2, 2010 |
| /s/ John B. Vander Sande John B. Vander Sande | Director | November 2, 2010 |
| /s/ John W. Wood, Jr. John W. Wood, Jr. | Director | November 2, 2010 |

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INDEX TO EXHIBITS

| Number | Description |
|---------|---|
| 5 | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant |
| 23.1 | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5) |
| 23.2 | Consent of PricewaterhouseCoopers LLP |
| 24 | Power of attorney (included on the signature pages of this registration statement) |
| 99.1(1) | 2007 Stock Incentive Plan, as amended |
| 99.2(2) | 2000 Employee Stock Purchase Plan, as amended |
| (1) | Incorporated by reference to Exhibit 10.11 to the Annual Report on Form 10-K filed with the Commission on May 27, 2010 (File No. 000-19672). |
| (2) | Incorporated by reference to Appendix B to Definitive Proxy Statement for Annual Meeting filed with the Commission on June 22, 2009 (File No. 000-19672). |