

First Wind Holdings Inc.  
Form S-1/A  
March 11, 2010

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As filed with the Securities and Exchange Commission on March 10, 2010

Registration No. 333-152671

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

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Amendment No. 4  
to  
**FORM S-1**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**First Wind Holdings Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**4911**  
(Primary Standard Industrial  
Classification Code Number)  
**179 Lincoln Street, Suite 500**  
**Boston, MA 02111**  
**617-960-2888**

**26-2583290**  
(I.R.S. Employer  
Identification Number)

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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**Paul Gaynor**  
**Chief Executive Officer**  
**First Wind Holdings Inc.**  
**179 Lincoln Street, Suite 500**  
**Boston, MA 02111**  
**617-960-2888**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

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*Copies to:*

**Paul H. Wilson, Jr.**  
**Executive Vice President,**  
**General Counsel and Secretary**  
**First Wind Holdings Inc.**  
**179 Lincoln Street, Suite 500**

**Richard J. Sandler**  
**Joseph A. Hall**  
**Davis Polk & Wardwell LLP**  
**450 Lexington Avenue**  
**New York, NY 10017**

**Dennis M. Myers, P.C.**  
**Elisabeth M. Martin**  
**Kirkland & Ellis LLP**  
**300 North LaSalle**  
**Chicago, IL 60654**

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Boston, MA 02111  
617-960-2888

212-450-4000

312-862-2000

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**Approximate date of commencement of proposed sale to the public:**  
**As soon as practicable after this Registration Statement is declared effective.**

If any securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b 2 of the Exchange Act. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a  
smaller reporting company)

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**Explanatory Note**

This Amendment No. 4 is being filed solely for the purpose of filing the exhibits indicated in Item 16 of Part II of the Registration Statement. No change is made to the prospectus constituting Part I of the Registration Statement or Items 13, 14, 15 and 17 of Part II of the Registration Statement.

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**PART II****INFORMATION NOT REQUIRED IN THE PROSPECTUS****Item 13. Other Expenses of Issuance and Distribution**

Set forth below are the expenses (other than underwriting discounts and commissions) expected to be incurred in connection with the issuance and distribution of the securities registered hereby. With the exception of the SEC registration fee and the FINRA filing fee, the amounts set forth below are estimates.

|  |           |
|--|-----------|
| SEC registration fee                   | \$ 17,685 |
| Legal fees and expenses*               |           |
| FINRA filing fee                       | 45,500    |
| Nasdaq listing fee*                    |           |
| Printing and engraving expenses*       |           |
| Transfer agent's and registrar's fees* |           |
| Accounting fees and expenses*          |           |
| Miscellaneous*                         |           |
| <b>Total</b>                           | <b>\$</b> |

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To be provided by amendment.

**Item 14. Indemnification of Officers and Directors**

Our certificate of incorporation provides that a director will not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of the law, (3) under section 174 of the DGCL for unlawful payment of dividends or improper redemption of stock or (4) for any transaction from which the director derived an improper personal benefit. In addition, if the DGCL is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided for in our certificate of incorporation, will be limited to the fullest extent permitted by the amended DGCL. Our bylaws provide that the corporation will indemnify, and advance expenses to, any officer or director to the fullest extent authorized by the DGCL.

Section 145 of the DGCL provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement in connection with specified actions, suits and proceedings whether civil, criminal, administrative, or investigative, other than a derivative action by or in the right of the corporation, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification extends only to expenses, including attorneys' fees, incurred in connection with the defense or settlement of such action and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's certificate of incorporation, bylaws, disinterested director vote, stockholder vote, agreement or otherwise.

Our certificate of incorporation also contains indemnification rights for our directors and our officers. Specifically, our certificate of incorporation provides that we shall indemnify our officers and

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directors to the fullest extent authorized by the DGCL. Further, we may maintain insurance on behalf of our officers and directors against expense, liability or loss asserted incurred by them in their capacities as officers and directors.

We have obtained directors' and officers' insurance to cover our directors, officers and some of our employees for certain liabilities.

We will enter into written indemnification agreements with our directors and executive officers. Under these proposed agreements, if an officer or director makes a claim of indemnification to us, either a majority of the independent directors or independent legal counsel selected by the independent directors must review the relevant facts and make a determination whether the officer or director has met the standards of conduct under Delaware law that would permit (under Delaware law) and require (under the indemnification agreement) us to indemnify the officer or director.

### Item 15. Recent Sales of Unregistered Securities

In connection with its formation in May 2008, First Wind Holdings Inc. issued one share of its common stock to First Wind Holdings, LLC. The share was issued in reliance upon an exemption from registration afforded by Section 4(2) of the Securities Act. No underwriters, brokers or finders were involved in this issuance. The single share was issued by First Wind Holdings Inc. to First Wind Holdings, LLC in order to form First Wind Holdings Inc. and did not involve a public offering, which would require registration under the Securities Act of 1933.

Since January 1, 2007, First Wind Holdings, LLC has granted to directors, officers and employees an aggregate of 95,744,117 Series B Units (consisting of Series B-2, B-3 and B-4 Units), of which 23,695,334 such Series B Units have been forfeited or cancelled. The issuances of the Series B Units to directors, officers and employees were deemed to be exempt from registration under the Securities Act in reliance on Rule 701 as promulgated under the Securities Act.

In addition, during the past three years, First Wind Holdings, LLC issued unregistered securities to the entities and persons described below. None of these transactions involved any underwriters or any public offerings, and we believe that each of these transactions was exempt from registration requirements pursuant to Section 3(a)(9) or Section 4(2) of the Securities Act of 1933, as amended. The recipients of the securities in these transactions represented their intention to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof. The share numbers presented below do not give effect to the reorganization transactions described in the prospectus.

During the fiscal year ended December 31, 2007, First Wind Holdings, LLC issued the following unregistered securities for the consideration listed:

| Date            | Recipient                                   | Securities Issued        | Consideration<br>Received by First<br>Wind Holdings, LLC |
|-----------------|---|--------------------------|--|
| January 3, 2007 | UPC Wind Partners II, LLC                   | 1,026,812 Series A Units | \$1,026,812  |
|                 | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 6,050,000 Series A Units | \$6,050,000  |
|                 | Madison Dearborn Capital Partners IV, L.P.  | 6,050,000 Series A Units | \$6,050,000  |
|                 | Paul Gaynor                                 | 12,791 Series A Units    | \$12,791   |
|                 | Tim Rosenzweig                              | 12,791 Series A Units    | \$12,791   |
|                 | Steve Vavrik                                | 12,791 Series A Units    | \$12,791   |
| March 15, 2007  | Michael Alvarez                             | 183,743 Series A Units   | \$183,743  |

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During the fiscal year ended December 31, 2008, First Wind Holdings, LLC issued the following unregistered securities for the consideration listed:

| Date               | Recipient                                   | Securities Issued         | Consideration Received by First Wind Holdings, LLC |
|--------------------|---|---------------------------|--|
| February 22, 2008  | UPC Wind Partners II, LLC                   | 152,527 Series A Units    | \$152,527  |
| May 3, 2008        | UPC Wind Partners II, LLC                   | 1,684,936 Series A Units  | Conversion of \$1,684,936 loan                     |
|                    | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 10,786,422 Series A Units | Conversion of \$10,786,422 loan                    |
|                    | Madison Dearborn Capital Partners IV, L.P.  | 10,786,422 Series A Units | Conversion of \$10,786,422 loan                    |
|                    | Tim Rosenzweig                              | 33,381 Series A Units     | Conversion of \$33,381 loan                        |
|                    | Michael Alvarez                             | 73,228 Series A Units     | Conversion of \$73,228 loan                        |
| May 27, 2008       | Steve Vavrik                                | 33,381 Series A Units     | Conversion of \$33,381 loan                        |
|                    | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 22,059,000 Series B Units | Purchasing of Series A Units                       |
|                    | Madison Dearborn Capital Partners IV, L.P.  | 22,059,000 Series B Units | Purchasing of Series A Units                       |
| May 29, 2008       | UPC Wind Partners II, LLC                   | 1,710,797 Series A Units  | \$1,710,797  |
|                    | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 10,080,048 Series A Units | \$10,080,048                                       |
|                    | Madison Dearborn Capital Partners IV, L.P.  | 10,080,048 Series A Units | \$10,080,048                                       |
| June 13, 2008      | UPC Wind Partners II, LLC                   | 3,190,518 Series A Units  | \$3,499,358  |
|                    | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 20,618,280 Series A Units | \$20,618,280                                       |
|                    | Madison Dearborn Capital Partners IV, L.P.  | 20,618,280 Series A Units | \$20,618,280                                       |
| June 27, 2008      | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 10,538,232 Series A Units | \$10,538,232                                       |
|                    | Madison Dearborn Capital Partners IV, L.P.  | 10,538,232 Series A Units | \$10,538,232                                       |
| July 8, 2008       | UPC Wind Partners II, LLC                   | 308,840 Series A Units    | \$308,840  |
| July 14, 2008      | UPC Wind Partners II, LLC                   | 1,630,710 Series A Units  | \$1,630,710  |
| August 8, 2008     | UPC Wind Partners II, LLC                   | 157,852 Series A Units    | \$157,852  |
| September 5, 2008  | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 3,665,472 Series A Units  | \$3,665,472  |
|                    | Madison Dearborn Capital Partners IV, L.P.  | 3,665,472 Series A Units  | \$3,665,472  |
| September 19, 2008 | UPC Wind Partners II, LLC                   | 622,107 Series A Units    | \$622,107  |
| October 3, 2008    | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 6,872,760 Series A Units  | \$6,872,760  |
|                    | Madison Dearborn Capital Partners IV, L.P.  | 6,872,760 Series A Units  | \$6,872,760  |
| October 31, 2008   | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 3,390,562 Series A Units  | \$3,390,562  |
| November 7, 2008   | Madison Dearborn Capital Partners IV, L.P.  | 1,516,870 Series A Units  | \$1,516,870  |
| November 14, 2008  | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 6,419,438 Series A Units  | \$6,419,438  |
|                    | Madison Dearborn Capital Partners IV, L.P.  | 8,293,130 Series A Units  | \$8,293,130  |

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| <b>Date</b>       | <b>Recipient</b>                            | <b>Securities Issued</b>    | <b>Consideration Received by First Wind Holdings, LLC</b> |
|-------------------|---|-----------------------------|---|
| November 26, 2008 | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 2,582,523 Series A Units    | \$2,582,523   |
|                   | Madison Dearborn Capital Partners IV, L.P.  | 2,582,523 Series A Units    | \$2,582,523   |
|                   | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 1,291,262 Series A Units    | \$1,291,262   |
|                   | Madison Dearborn Capital Partners IV, L.P.  | 1,291,262 Series A Units    | \$1,291,262   |
|                   | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 112,126,216 Series A Units  | \$112,126,216   |
|                   | Madison Dearborn Capital Partners IV, L.P.  | 112,126,216 Series A Units  | \$112,126,216   |
|                   | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 30,000,000 Series A-1 Units | \$30,000,000  |
|                   | Madison Dearborn Capital Partners IV, L.P.  | 30,000,000 Series A-1 Units | \$30,000,000  |
|                   | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 37,000,000 Series A Units   | \$37,000,000  |
|                   | Madison Dearborn Capital Partners IV, L.P.  | 37,000,000 Series A Units   | \$37,000,000  |

Since December 31, 2008, First Wind Holdings, LLC issued the following unregistered securities for the consideration listed:

| <b>Date</b>       | <b>Recipient</b>                            | <b>Securities Issued</b>    | <b>Consideration Received by First Wind Holdings, LLC</b> |
|-------------------|---|-----------------------------|---|
| January 30, 2009  | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 16,000,000 Series A-1 Units | \$16,000,000  |
|                   | Madison Dearborn Capital Partners IV, L.P.  | 16,000,000 Series A-1 Units | \$16,000,000  |
| February 26, 2009 | D. E. Shaw MWP Acquisition Holdings, L.L.C. | 54,000,000 Series A-1 Units | \$54,000,000  |
|                   | Madison Dearborn Capital Partners IV, L.P.  | 54,000,000 Series A-1 Units | \$54,000,000  |
| April 13, 2009    | UPC Wind Partners II, LLC                   | 3,033,303 Series A-1 Units  | Issued under Unit Redemption Agreement                    |
| July 17, 2009     | PIP3PX FirstWind LLC Ltd.                   | 16,088,750 Series A-2 Units | \$6,238,413   |
|                   | PIP3GV FirstWind LLC Ltd.                   | 28,789,215 Series A-2 Units | \$11,163,018  |
| December 15, 2009 | UPC Wind Partners II, LLC                   | 1,466,697 Series A-1 Units  | Issued under Unit Redemption Agreement                    |

**Item 16. Exhibits and Financial Statement Schedule**

- (a) Exhibits.

The following exhibits are filed herewith pursuant to the requirements of Item 601 of Regulation S-K:

| Exhibit Number | Description  |
|----------------|--|
| 1.1*           | Form of Underwriting Agreement.  |
| 3.1*           | Form of Amended & Restated Certificate of Incorporation.   |
| 3.2*           | Form of Amended & Restated Bylaws.   |
| 5.1*           | Opinion of Davis Polk & Wardwell LLP.  |
| 10.1           | 2009 Omnibus Agreement, dated November 25, 2009, among First Wind Energy, LLC, New York Wind, LLC, UPC Wind Acquisition IV, LLC, Niagara Wind Power, LLC, UPC Wind Acquisition V, LLC, Clipper Windpower, Inc., Clipper and Clipper Fleet Services, Inc. |
| 10.2           | Amended and Restated Turbine Supply Agreement, dated December 31, 2007, between First Wind Acquisition IV, LLC (f/k/a UPC Wind Acquisition IV, LLC), as Purchaser, and Clipper Turbine Works, Inc., as Supplier.   |
| 10.3           | Amendment No. 1 to the Amended and Restated Turbine Supply Agreement and Amended and Restated Warranty Agreement, dated December 30, 2008, between Clipper and UPC Wind Acquisition IV, LLC.   |
| 10.4           | Amendment No. 2 to the Amended and Restated Turbine Supply Agreement and Amended and Restated Warranty Agreement, dated April 22, 2009, between Clipper and UPC Wind Acquisition IV, LLC.  |
| 10.5           | Assignment and Assumption Agreement, dated April 22, 2009, between First Wind Acquisition IV, LLC and Milford Wind Corridor Phase I, LLC.  |
| 10.6           | Power Purchase Contract for as Available Energy, dated December 3, 2004, between Maui Electric Company, Limited, as Buyer, and Kaheawa Wind Power LLC, as Seller.  |
| 10.7           | Energy Management Services Agreement, dated July 31, 2006, between Evergreen Wind Power, LLC, as Seller, and New Brunswick Power Generation Corporation, as Buyer.   |
| 10.8           | Power Purchase Agreement, dated March 16, 2007, between Southern California Public Power Authority, as Buyer, and Milford Wind Corridor Phase I, LLC, as Seller.   |
| 10.9           | First Amendment to Power Purchase Agreement, dated January 16, 2009, between Southern California Public Power Authority, as Buyer, and Milford Wind Corridor Phase I, LLC, as Seller.  |
| 10.10          | Fourth Amended and Restated Secured Promissory Note, dated July 17, 2009, by First Wind Acquisition, LLC for the benefit of HSH Nordbank AG, New York Branch.  |
| 10.11          | Amendment No. 1 to Fourth Amended and Restated Secured Promissory Note, dated November 30, 2009, between First Wind Acquisition, LLC for the benefit of HSH Nordbank AG, New York Branch.  |
| 10.12          | Amendment No. 2 to Fourth Amended and Restated Secured Promissory Note, dated December 22, 2009, between First Wind Acquisition, LLC for the benefit of HSH Nordbank AG, New York Branch.  |



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| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 10.13                 | Second Amended and Restated Secured Promissory Note, dated July 17, 2009, by First Wind Acquisition IV, LLC for the benefit of HSH Nordbank AG, New York Branch.  |
| 10.14                 | Second Amended and Restated Guaranty, dated July 17, 2009, by First Wind Holdings, LLC for the benefit of HSH Nordbank AG, New York Branch.   |
| 10.15                 | Amendment No. 1 to Second Amended and Restated Guaranty, dated November 30, 2009, between First Wind Holdings, LLC and HSH Nordbank AG, New York Branch.  |
| 10.16                 | Amendment No. 2 to Second Amended and Restated Guaranty, dated December 22, 2009, between First Wind Holdings, LLC and HSH Nordbank AG, New York Branch.  |
| 10.17                 | Amended and Restated Credit Agreement, dated December 22, 2009, among CSSW, LLC, CSSW Holdings, LLC, the Lenders party thereto, and Wells Fargo Bank, National Association.   |
| 10.18                 | Intercreditor Agreement, dated July 17, 2009, between Wells Fargo Bank, National Association and HSH Nordbank AG, New York Branch.  |
| 10.19                 | Amendment No. 1 to Intercreditor Agreement, dated December 22, 2009, between Wells Fargo Bank, National Association and HSH Nordbank AG, New York Branch.   |
| 10.20                 | First Lien Guarantee and Security Agreement, dated July 17, 2009, among CSSW Holdings, LLC, CSSW, LLC and certain of its Subsidiaries in favor of Wells Fargo Bank, National Association.   |
| 10.21                 | Amendment No. 1 to First Lien Guarantee and Security Agreement, dated November 12, 2009, among CSSW Holdings, LLC, CSSW, LLC, PIP3PX FirstWind Debt Ltd., and PIP3GV FirstWind Debt Ltd., and Wells Fargo Bank, National Association. |
| 10.22                 | Amendment No. 2 to First Lien Guarantee and Security Agreement, dated December 22, 2009, among CSSW Holdings, LLC, CSSW, LLC, PIP3PX FirstWind Debt Ltd., and PIP3GV FirstWind Debt Ltd., and Wells Fargo Bank, National Association. |
| 10.23                 | Second Lien Guaranty and Security Agreement, dated July 17, 2009, among CSSW Holdings, LLC, CSSW, LLC, certain of its Subsidiaries, and HSH Nordbank AG, New York Branch.   |
| 10.24                 | Amendment No. 1 to Second Lien Guaranty and Security Agreement, dated November 12, 2009, among CSSW Holdings, LLC, CSSW, LLC, and HSH Nordbank AG, New York Branch.   |
| 10.25                 | Amendment No. 2 to Second Lien Guaranty and Security Agreement, dated December 22, 2009, among CSSW Holdings, LLC, CSSW, LLC, and HSH Nordbank AG, New York Branch.   |
| 10.26                 | Financing Agreement, dated December 22, 2009, among Stetson Holdings, LLC, BNP Paribas, HSH Nordbank AG, New York Branch, and the Lender parties thereto.   |
| 10.27                 | Amendment No. 1 to Financing Agreement, dated December 29, 2009, between Stetson Holdings, LLC and BNP Paribas.   |
| 10.28                 | Amended and Restated Limited Liability Company Agreement of UPC Hawaii Wind Partners II, LLC, dated August 16, 2007.  |

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| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 10.29                     | Equity Contribution and Purchase Agreement, dated September 28, 2009, among Milford NHC, LLC, Milford Wind Holdings, LLC, Milford Wind Partners, LLC, and Stanton Equity Trading Delaware LLC. |
| 10.30                     | First Amended and Restated Limited Liability Company Agreement of Milford Wind Partners, LLC, dated September 28, 2009, between Milford NHC, LLC and Stanton Equity Trading Delaware LLC.      |
| 10.31                     | Unit Redemption Agreement, dated April 28, 2006, between UPC Wind Partners II, LLC and UPC Wind Partners, LLC.   |
| 10.32                     | Amendment Agreement to Unit Redemption Agreement, dated December 12, 2008, between First Wind Holdings, LLC and UPC Wind Partners II, LLC.   |
| 10.33*                    | Form of Sixth Amended and Restated Limited Liability Company Agreement of First Wind Holdings, LLC.  |
| 10.34*                    | Form of Tax Receivable Agreement.  |
| 10.35*                    | Form of Shareholders Agreement.  |
| 10.36*                    | Form of Registration Rights Agreement.   |
| 10.37                     | 2009 Employee Bonus Plan.  |
| 10.38*                    | LTIP.  |
| 10.39                     | Form of Non-Competition Agreement.   |
| 10.40                     | Form of Non-Solicitation and Non-Disclosure Agreement.   |
| 10.41                     | Form of Noncompetition, Confidentiality and Release Agreement.   |
| 10.42                     | Form of Restricted Unit Agreement.   |
| 10.43                     | Form of Restricted Unit Agreement.   |
| 10.44                     | Severance Pay Plan of First Wind Energy LLC.   |
| 10.45*                    | Form of Indemnity Agreement.   |
| 16.1**                    | Letter of KPMG LLP.  |
| 21.10*                    | List of subsidiaries.  |
| 23.1**                    | Report and Consent of Ernst & Young LLP.   |
| 23.2**                    | Report and Consent of KPMG LLP.  |
| 23.3*                     | Consent of Davis Polk & Wardwell LLP (in Exhibit 5.1).   |
| 24.1**                    | Power of Attorney.   |

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\* To be filed by amendment.

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Previously filed.

Certain portions of this exhibit have been omitted by redacting a portion of the text (indicated by asterisks in the text). This exhibit has been filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

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**Item 17. Undertakings**

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreement certificates in such denominations and registered in such names as required by the underwriter to permit prompt delivery to each purchaser.

The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) For the purpose of determining liability under the Securities Act of 1933 to any purchaser, if the registrant is subject to Rule 430C under the Securities Act, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(4) For for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

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(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment No. 4 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Massachusetts, on March 10, 2010.

FIRST WIND HOLDINGS INC.

By: /s/ PAUL GAYNOR

Name: Paul Gaynor  
 Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, the Amendment No. 3 to Registration Statement has been signed by the following persons in the capacities indicated below on March 10, 2010.

| Signature                                       | Capacity   | Date           |
|---|--|----------------|
| _____<br>/s/ PAUL GAYNOR<br>Paul Gaynor         | Director and Chief Executive Officer<br>(Principal Executive Officer)                              | March 10, 2010 |
| _____<br>/s/ MICHAEL ALVAREZ<br>Michael Alvarez | President, Chief Financial Officer and<br>Chief Operating Officer<br>(Principal Financial Officer) | March 10, 2010 |
| _____<br>/s/ ANDREW URSITTI<br>Andrew Ursitti   | Vice President and Chief Accounting<br>Officer (Principal Accounting Officer)                      | March 10, 2010 |
| _____<br>*<br>Richard Aube                      | Director   | March 10, 2010 |
| _____<br>*<br>Patrick Eilers                    | Director   | March 10, 2010 |
| _____<br>*<br>Peter Gish                        | Director   | March 10, 2010 |
| _____<br>*<br>Stephen Key                       | Director   | March 10, 2010 |

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| Signature  | Capacity                           | Date           |
|--|------------------------------------|----------------|
| *<br>_____<br>Bryan Martin   | Director                           | March 10, 2010 |
| *<br>_____<br>Jim Mogg   | Director and Chairman of the Board | March 10, 2010 |
| *<br>_____<br>Matthew Raino  | Director                           | March 10, 2010 |
| *<br>_____<br>/s/ PAUL GAYNOR<br><br>Paul Gaynor<br>(Attorney-in-Fact) |                                    |                |

II-11

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**INDEX TO EXHIBITS**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 1.1*                  | Form of Underwriting Agreement.  |
| 3.1*                  | Form of Amended & Restated Certificate of Incorporation.   |
| 3.2*                  | Form of Amended & Restated Bylaws.   |
| 5.1*                  | Opinion of Davis Polk & Wardwell LLP.  |
| 10.1                  | 2009 Omnibus Agreement, dated November 25, 2009, among First Wind Energy, LLC, New York Wind, LLC, UPC Wind Acquisition IV, LLC, Niagara Wind Power, LLC, UPC Wind Acquisition V, LLC, Clipper Windpower, Inc., Clipper and Clipper Fleet Services, Inc. |
| 10.2                  | Amended and Restated Turbine Supply Agreement, dated December 31, 2007, between First Wind Acquisition IV, LLC (f/k/a UPC Wind Acquisition IV, LLC), as Purchaser, and Clipper Turbine Works, Inc., as Supplier.   |
| 10.3                  | Amendment No. 1 to the Amended and Restated Turbine Supply Agreement and Amended and Restated Warranty Agreement, dated December 30, 2008, between Clipper and UPC Wind Acquisition IV, LLC.   |
| 10.4                  | Amendment No. 2 to the Amended and Restated Turbine Supply Agreement and Amended and Restated Warranty Agreement, dated April 22, 2009, between Clipper and UPC Wind Acquisition IV, LLC.  |
| 10.5                  | Assignment and Assumption Agreement, dated April 22, 2009, between First Wind Acquisition IV, LLC and Milford Wind Corridor Phase I, LLC.  |
| 10.6                  | Power Purchase Contract for as Available Energy, dated December 3, 2004, between Maui Electric Company, Limited, as Buyer, and Kaheawa Wind Power LLC, as Seller.  |
| 10.7                  | Energy Management Services Agreement, dated July 31, 2006, between Evergreen Wind Power, LLC, as Seller, and New Brunswick Power Generation Corporation, as Buyer.   |
| 10.8                  | Purchase Power Agreement, dated March 16, 2007, between Southern California Public Power Authority, as Buyer, and Milford Wind Corridor Phase I, LLC, as Seller.   |
| 10.9                  | First Amendment to Power Purchase Agreement, dated January 16, 2009, between Southern California Public Power Authority, as Buyer, and Milford Wind Corridor Phase I, LLC, as Seller.  |
| 10.10                 | Fourth Amended and Restated Secured Promissory Note, dated July 17, 2009, by First Wind Acquisition, LLC for the benefit of HSH Nordbank AG, New York Branch.  |
| 10.11                 | Amendment No. 1 to Fourth Amended and Restated Secured Promissory Note, dated November 30, 2009, between First Wind Acquisition, LLC for the benefit of HSH Nordbank AG, New York Branch.  |
| 10.12                 | Amendment No. 2 to Fourth Amended and Restated Secured Promissory Note, dated December 22, 2009, between First Wind Acquisition, LLC for the benefit of HSH Nordbank AG, New York Branch.  |
| 10.13                 | Second Amended and Restated Secured Promissory Note, dated July 17, 2009, by First Wind Acquisition IV, LLC for the benefit of HSH Nordbank AG, New York Branch.   |
| 10.14                 | Second Amended and Restated Guaranty, dated July 17, 2009, by First Wind Holdings, LLC for the benefit of HSH Nordbank AG, New York Branch.  |



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| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 10.15                 | Amendment No. 1 to Second Amended and Restated Guaranty, dated November 30, 2009, between First Wind Holdings, LLC and HSH Nordbank AG, New York Branch.  |
| 10.16                 | Amendment No. 2 to Second Amended and Restated Guaranty, dated December 22, 2009, between First Wind Holdings, LLC and HSH Nordbank AG, New York Branch.  |
| 10.17                 | Amended and Restated Credit Agreement, dated December 22, 2009, among CSSW, LLC, CSSW Holdings, LLC, the Lenders party thereto, and Wells Fargo Bank, National Association.   |
| 10.18                 | Intercreditor Agreement, dated July 17, 2009, between Wells Fargo Bank, National Association and HSH Nordbank AG, New York Branch.  |
| 10.19                 | Amendment No. 1 to Intercreditor Agreement, dated December 22, 2009, between Wells Fargo Bank, National Association and HSH Nordbank AG, New York Branch.   |
| 10.20                 | First Lien Guarantee and Security Agreement, dated July 17, 2009, among CSSW Holdings, LLC, CSSW, LLC and certain of its Subsidiaries in favor of Wells Fargo Bank, National Association.   |
| 10.21                 | Amendment No. 1 to First Lien Guarantee and Security Agreement, dated November 12, 2009, among CSSW Holdings, LLC, CSSW, LLC, PIP3PX FirstWind Debt Ltd., and PIP3GV FirstWind Debt Ltd., and Wells Fargo Bank, National Association. |
| 10.22                 | Amendment No. 2 to First Lien Guarantee and Security Agreement, dated December 22, 2009, among CSSW Holdings, LLC, CSSW, LLC, PIP3PX FirstWind Debt Ltd., and PIP3GV FirstWind Debt Ltd., and Wells Fargo Bank, National Association. |
| 10.23                 | Second Lien Guaranty and Security Agreement, dated July 17, 2009, among CSSW Holdings, LLC, CSSW, LLC, certain of its Subsidiaries, and HSH Nordbank AG, New York Branch.   |
| 10.24                 | Amendment No. 1 to Second Lien Guaranty and Security Agreement, dated November 12, 2009, among CSSW Holdings, LLC, CSSW, LLC, and HSH Nordbank AG, New York Branch.   |
| 10.25                 | Amendment No. 2 to Second Lien Guaranty and Security Agreement, dated December 22, 2009, among CSSW Holdings, LLC, CSSW, LLC, and HSH Nordbank AG, New York Branch.   |
| 10.26                 | Financing Agreement, dated December 22, 2009, among Stetson Holdings, LLC, BNP Paribas, HSH Nordbank AG, New York Branch, and the Lender parties thereto.   |
| 10.27                 | Amendment No. 1 to Financing Agreement, dated December 29, 2009, between Stetson Holdings, LLC and BNP Paribas.   |
| 10.28                 | Amended and Restated Limited Liability Company Agreement of UPC Hawaii Wind Partners II, LLC, dated August 16, 2007.  |
| 10.29                 | Equity Contribution and Purchase Agreement, dated September 28, 2009, among Milford NHC, LLC, Milford Wind Holdings, LLC, Milford Wind Partners, LLC, and Stanton Equity Trading Delaware LLC.  |
| 10.30                 | First Amended and Restated Limited Liability Company Agreement of Milford Wind Partners, LLC, dated September 28, 2009, between Milford NHC, LLC and Stanton Equity Trading Delaware LLC.   |

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| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 10.31                     | Unit Redemption Agreement, dated April 28, 2006, between UPC Wind Partners II, LLC and UPC Wind Partners, LLC.                             |
| 10.32                     | Amendment Agreement to Unit Redemption Agreement, dated December 12, 2008, between First Wind Holdings, LLC and UPC Wind Partners II, LLC. |
| 10.33*                    | Form of Sixth Amended and Restated Limited Liability Company Agreement of First Wind Holdings, LLC.  |
| 10.34*                    | Form of Tax Receivable Agreement.  |
| 10.35*                    | Form of Shareholders Agreement.  |
| 10.36*                    | Form of Registration Rights Agreement.   |
| 10.37                     | 2009 Employee Bonus Plan.  |
| 10.38*                    | LTIP.  |
| 10.39                     | Form of Non-Competition Agreement.   |
| 10.40                     | Form of Non-Solicitation and Non-Disclosure Agreement.   |
| 10.41                     | Form of Noncompetition, Confidentiality and Release Agreement.   |
| 10.42                     | Form of Restricted Unit Agreement.   |
| 10.43                     | Form of Restricted Unit Agreement.   |
| 10.44                     | Severance Pay Plan of First Wind Energy LLC.   |
| 10.45*                    | Form of Indemnity Agreement.   |
| 16.1**                    | Letter of KPMG LLP.  |
| 21.10*                    | List of subsidiaries.  |
| 23.1**                    | Report and Consent of Ernst & Young LLP.   |
| 23.2**                    | Report and Consent of KPMG LLP.  |
| 23.3*                     | Consent of Davis Polk & Wardwell LLP (in Exhibit 5.1).   |
| 24.1**                    | Power of Attorney.   |

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\* To be filed by amendment.

\*\* Previously filed.

Certain portions of this exhibit have been omitted by redacting a portion of the text (indicated by asterisks in the text). This exhibit has been filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.



QuickLinks

Explanatory Note

PART II INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution

Item 14. Indemnification of Officers and Directors

Item 15. Recent Sales of Unregistered Securities

Item 16. Exhibits and Financial Statement Schedule

Item 17. Undertakings

SIGNATURES

INDEX TO EXHIBITS