

AMERICAN SUPERCONDUCTOR CORP /DE/

Form S-8

September 28, 2016

As filed with the Securities and Exchange Commission on September 28, 2016

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)

64 Jackson Road, Devens, Massachusetts

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

01434

(Address of Principal Executive Offices)

(Zip Code)

2007 Stock Incentive Plan, as amended

Amended and Restated 2007 Director Stock Plan

2000 Employee Stock Purchase Plan, as amended

(Full Title of the Plan)

Daniel P. McGahn

Chief Executive Officer and President

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)

Copy to:

Peter N. Handrinos

Latham & Watkins LLP

John Hancock Tower

200 Clarendon Street

Boston, Massachusetts 02116

(617) 948-6000

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 <input type="checkbox"/> | Accelerated filer <input checked="" type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |

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 |
|--|----------------------------|---|---|----------------------------|
| Common Stock, \$0.01 par value per share | 1,800,000 shares(2) | \$6.77(3) | \$12,186,000.00(3) | \$1,227.13 |

- (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 an additional 1,350,000 shares of common stock issuable under the 2007 Stock Incentive Plan, as amended, an additional 150,000 shares of common stock issuable under the Amended and Restated 2007 Director Stock Plan and an additional 300,000 shares of common stock 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) under 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 Select Market on September 26, 2016.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,350,000 shares of the Registrant's common stock to be issued pursuant to the 2007 Stock Incentive Plan, as amended (the "Stock Incentive Plan"), 150,000 shares of the Registrant's common stock to be issued pursuant to the Amended and Restated 2007 Director Stock Plan (the "Director Stock Plan"), and 300,000 shares of the Registrant's common stock to be issued pursuant to the 2000 Employee Stock Purchase Plan, as amended (the "Employee Stock Purchase Plan"), for which Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plans (as defined in Rule 405 of Regulation C under the Securities Act of 1933, as amended) are effective.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 hereby incorporates by reference the contents of (i) the Registration Statement on Form S-8, File No. 333-58016, filed by the Registrant on March 30, 2001, (ii) the Registration Statement on Form S-8, File No. 333-111477, filed by the Registrant on December 23, 2003, (iii) the Registration Statement on Form S-8, File No. 333-145685, filed by the Registrant on August 24, 2007, relating to the Stock Incentive Plan and the Director Stock Plan, (iv) the Registration

Statement on Form S-8, File No. 333-170286, filed by the Registrant on November 2, 2010, relating to the Stock Incentive Plan and the Employee Stock Purchase Plan, (v) the Registration Statement on Form S-8, File No. 333-183075, filed by the Registrant on August 3, 2012, relating to the Stock Incentive Plan, and (vi) the Registration Statement on Form S-8, File No. 333-197971, filed by the Registrant on August 8, 2014, relating to the Stock Incentive Plan and the Director Stock Plan.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated by reference.

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 28th day of September, 2016.

AMERICAN SUPERCONDUCTOR
CORPORATION

By: /s/ Daniel P. McGahn
Daniel P. McGahn

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

Each person whose signature appears below hereby constitutes and appoints Daniel P. McGahn and David A. Henry, and each of them singly, with full power to act without the others, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any and all amendments, including post-effective amendments to this registration statement, and to file the same, with exhibits and schedules thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary or desirable to be done in connection therewith as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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/ Daniel P. McGahn Daniel P. McGahn | President, Chief Executive Officer and Director (Principal Executive Officer) | September 28, 2016 |
| /s/ David A. Henry David A. Henry | Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) | September 28, 2016 |
| /s/ John W. Wood, Jr. John W. Wood, Jr. | Chairman of the Board of Directors | September 28, 2016 |
| /s/ Vikram S. Budhraja | Director | September 28, 2016 |

Vikram S. Budhraja

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|--------------------------|----------|--------------------|
| /s/ Arthur H. House | Director | September 28, 2016 |
| Arthur H. House | | |
| /s/ Pamela F. Lenehan | Director | September 28, 2016 |
| Pamela F. Lenehan | | |
| /s/ David R. Oliver, Jr. | Director | September 28, 2016 |
| David R. Oliver, Jr. | | |
| /s/ John B. Vander Sande | Director | September 28, 2016 |
| John B. Vander Sande | | |

INDEX TO EXHIBITS

| Number | Description |
|---------------|--|
| 4.1(1) | Restated Certificate of Incorporation of American Superconductor Corporation, as amended |
| 4.2(2) | Amended and Restated By-Laws of American Superconductor Corporation |
| 5.1 | Opinion of Latham & Watkins LLP, counsel to the Registrant |
| 23.1 | Consent of Latham & Watkins LLP (included in Exhibit 5.1) |
| 23.2 | Consent of RSM US LLP |
| 24.1 | Power of attorney (included on the signature pages of this registration statement) |
| 99.1(3) | 2007 Stock Incentive Plan, as amended |
| 99.2(4) | Amended and Restated 2007 Director Stock Plan |
| 99.3(5) | 2000 Employee Stock Purchase Plan, as amended |
| (1) | Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Company with the Commission on March 24, 2015 (File No. 000-19672). |
| (2) | Incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-3 filed by the Company with the Commission on September 13, 2013 (File No. 333-191153). |
| (3) | Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company with the Commission on August 2, 2016 (File No. 000-19672). |
| (4) | Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by the Company with the Commission on August 2, 2016 (File No. 000-19672). |
| (5) | Incorporated by reference to Appendix C to the Definitive Proxy Statement for Annual Meeting filed with the Commission on June 17, 2016 (File No. 000-19672). |