

SUPERCONDUCTOR TECHNOLOGIES INC

Form 8-K

May 21, 2004

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): May 20, 2004

SUPERCONDUCTOR TECHNOLOGIES INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State of Other Jurisdiction
of Incorporation)

0-21074
(Commission
File Number)

77-0158076
(IRS Employer
Identification No.)

460 Ward Drive, Santa Barbara, CA
(Address of Principal Executive
Offices)

93111
(Zip Code)

Registrant's telephone number, including area code: (805) 690-4500

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Item 5. Other Events and Other Required FD Disclosure

SIGNATURES

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Exhibit 1.1

Exhibit 1.2

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Item 5. Other Events and Other Required FD Disclosure.

The Company is filing, as exhibits to this report on Form 8-K, a form of underwriting agreement among the Company and Needham & Company as representatives of the several underwriters and a legal opinion. The form of underwriting agreement and the legal opinion are hereby incorporated by reference as exhibits into the Company's registration statement on Form S-3 (File No. 333-11181) that was declared effective by the Securities and Exchange Commission on March 17, 2004.

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SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SUPERCONDUCTOR TECHNOLOGIES
INC.

Date: May 20, 2004

By: William J. Buchanan
William J. Buchanan
Controller, Chief Accounting Officer

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Exhibit Index

No.	Document
1.1	Form of Underwriting Agreement among the Company and Needham & Company, Inc. as representatives of the several underwriters.
1.2	Legal Opinion of Guth/Christopher LLP