

# AMERICAN SUPERCONDUCTOR CORP / DE/

## **FORM S-8** (Securities Registration: Employee Benefit Plan)

Filed 09/28/16

Address	SIXTY FOUR JACKSON ROAD DEVENS, MA 01434
Telephone	9788423000
CIK	0000880807
Symbol	AMSC
SIC Code	3621 - Motors and Generators
Industry	Electronic Instr. & Controls
Sector	Technology
Fiscal Year	03/31

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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**American Superconductor Corporation**  
(Exact Name of Registrant as Specified in Its Charter)

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**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**  
**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)

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**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   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
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
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

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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 28<sup>th</sup> 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.

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

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

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## INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
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
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(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).

## LATHAM &amp; WATKINS LLP

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 885 Third Avenue  
 New York, New York 10022-4834  
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## FIRM / AFFILIATE OFFICES

Barcelona	Moscow
Beijing	Munich
Boston	New Jersey
Brussels	New York
Century City	Orange County
Chicago	Paris
Dubai	Riyadh
Düsseldorf	Rome
Frankfurt	San Diego
Hamburg	San Francisco
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

September 28, 2016

American Superconductor Corporation  
 64 Jackson Road  
 Devens, MA 01434

Re: Registration Statement on Form S-8; 1,800,000 shares of Common Stock, par value \$0.01 per share, of American Superconductor Corporation

Ladies and Gentlemen:

We have acted as special counsel to American Superconductor Corporation, a Delaware corporation (the “Company”), in connection with the registration by the Company of 1,350,000 shares of its common stock, \$0.01 par value per share (the “Common Stock”), issuable under the American Superconductor Corporation 2007 Stock Incentive Plan, as amended (the “Stock Incentive Plan”), 150,000 shares of Common Stock issuable under the American Superconductor Corporation Amended and Restated 2007 Director Stock Plan (the “Director Stock Plan”), and 300,000 shares of Common Stock (together with the 1,350,000 shares issuable under the Stock Incentive Plan and the 150,000 shares issuable under the Director Stock Plan, the “Shares”) issuable under the American Superconductor Corporation 2000 Employee Stock Purchase Plan, as amended (the “Employee Stock Purchase Plan,” and together with the Stock Incentive Plan and the Director Stock Plan, the “Plans”). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “Act”), filed with the Securities and Exchange Commission (the “Commission”) on September 28, 2016 (the “Registration Statement”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “DGCL”) and we express no opinion with respect to any other laws.



Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company against payment therefor in the circumstances contemplated by and pursuant to the applicable Plan, and assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the applicable Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

Latham & Watkins LLP

/s/ Latham & Watkins LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of American Superconductor Corporation of our report dated May 31, 2016, relating to the consolidated financial statements of American Superconductor Corporation and its subsidiaries, the financial statement schedule and the effectiveness of internal control over financial reporting of American Superconductor Corporation and its subsidiaries, appearing in the Annual Report on Form 10-K of American Superconductor Corporation for the year ended March 31, 2016.

/s/ RSM US LLP

Boston, Massachusetts  
September 28, 2016