

AMERICAN SUPERCONDUCTOR CORP /DE/  
Form S-3MEF  
October 02, 2003

As filed with the Securities and Exchange Commission on October 2, 2003

Registration No. 333-

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-3**

**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 Number)

**Two Technology Drive**

**Westborough, Massachusetts 01581-1727**

**(508) 836-4200**

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

**Gregory J. Yurek**

**Chairman, President and Chief Executive Officer**

**American Superconductor Corporation**

**Two Technology Drive**

**Westborough, Massachusetts 01581-1727**

**(508) 836-4200**

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

*Copies to:*

**Patrick J. Rondeau, Esq.**

**William C. Rogers, Esq.**

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**Hale and Dorr LLP**  
**60 State Street**  
**Boston, Massachusetts 02109**  
**Telephone: (617) 526-6000**  
**Telecopy: (617) 526-5000**

**Choate, Hall & Stewart**  
**Exchange Place, 53 State Street**  
**Boston, Massachusetts 02109**  
**Telephone: (617) 248-5000**  
**Telecopy: (617) 248-4000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date hereof.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the 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, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  x 333-108347

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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Unit</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.01 par value per share (2)	1,121,250 shares	\$9.50	\$10,651,875	\$862

(1) Includes 146,250 shares of common stock subject to the underwriters' over-allotment option.

(2) Includes rights to purchase shares of common stock pursuant to the Rights Agreement, as amended, between the Registrant and American Stock Transfer & Trust Company, as Rights Agent.

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.01 per share, of American Superconductor Corporation, a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier effective registration statement (File No. 333-108347) are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.



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<u>Signature</u>	<u>Title</u>	<u>Date</u>
*	Director	October 2, 2003
<hr/> <b>Albert J. Baciocco, Jr.</b>		
*	Director	October 2, 2003
<hr/> <b>Peter O. Crisp</b>		
*	Director	October 2, 2003
<hr/> <b>Richard Drouin</b>		
*	Director	October 2, 2003
<hr/> <b>Gérard Menjon</b>		
*	Director	October 2, 2003
<hr/> <b>Andrew G.C. Sage, II</b>		
*	Director	October 2, 2003
<hr/> <b>John B. Vander Sande</b>		

By:           /s/ KEVIN M. BISSON  
**Kevin M. Bisson Attorney-in-Fact**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Hale and Dorr LLP
23.1	Consent of Hale and Dorr LLP (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
24*	Powers of Attorney

\* Filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-108347) filed with the Commission on August 29, 2003.