

AMERICAN SUPERCONDUCTOR CORP /DE/  
Form 8-K  
April 28, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 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): April 24, 2015**

**American Superconductor Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**000-19672**  
**(Commission**  
  
**File Number)**

**04-2959321**  
**(IRS Employer**  
  
**Identification No.)**

**64 Jackson Road**  
  
**Devens, Massachusetts**  
**(Address of principal executive offices)**

**01434**  
**(Zip Code)**

**Registrant's telephone number, including area code (978) 842-3000**

**Not Applicable**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On April 24, 2015, American Superconductor Corporation (the Company or AMSC ) entered into an underwriting agreement (the Underwriting Agreement ) with Cowen and Company, LLC, as representative of the several underwriters named therein (collectively, the Underwriters ), relating to the issuance and sale (the Offering ) of 4,000,000 shares of the Company s common stock, par value \$0.01 per share ( Common Stock ). The price in the Offering is \$6.00 per share of Common Stock. The net proceeds to the Company from the Offering are expected to be approximately \$22.3 million, after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company. The Offering is expected to close on or about April 29, 2015, subject to customary closing conditions.

The Offering is being made pursuant to the Company s effective shelf registration statement on Form S-3 (Registration Statement No. 333-198851) previously filed with and declared effective by the Securities and Exchange Commission (the SEC ) and a prospectus supplement and accompanying prospectus filed with the SEC.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties.

The foregoing description of the Underwriting Agreement is not complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this report and is incorporated by reference herein. A copy of the opinion of Latham & Watkins LLP relating to the legality of the issuance and sale of the shares of Common Stock is attached as Exhibit 5.1 to this report.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated April 24, 2015, by and between American Superconductor Corporation and Cowen and Company, LLC, as representative of the several underwriters named therein
5.1	Opinion of Latham & Watkins LLP
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1)

**SIGNATURES**

Pursuant to the requirements 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.

AMERICAN SUPERCONDUCTOR CORPORATION

Date: April 28, 2015

By: /s/ David A. Henry  
David A. Henry  
*Executive Vice President and Chief Financial  
Officer*

**EXHIBIT INDEX**

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