

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):

March 23, 1998

AMERICAN SUPERCONDUCTOR CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

State or Other Jurisdiction of Incorporation)

0-19672

04-2959321

(Commission File Number)

(IRS Employer Identification No.)

Two Technology Drive, Westborough, MA

01581

(Address of principal executive offices)

(Zip Code)

(508) 836-4200

Registrant's Telephone Number, Including Area Code

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS

With the Form 10-Q for the quarter ended December 31, 1997 filed with the Securities and Exchange Commission (the "Commission") on February 13, 1998, American Superconductor Corporation (the "Company") adopted Financial Accounting Standard ("FAS") No. 128 relating to Earnings Per Share. Additionally, in connection with the April 8, 1997 merger of a subsidiary of the Company into Superconductivity, Inc., a Delaware corporation ("SI"), accounted for as a pooling of interests, the Company prepared restated financial statements reflecting such pooling of interests transaction. These consolidated financial statements were filed by the Company with the Commission on Form 8-K filed on September 5, 1997. The adoption of FAS No. 128 and the consolidated financial statements reflecting the pooling of interests transaction both constitute a restatement of the Company's financial statements.

Item 601(c)(2)(iii) of Regulation S-K requires the Company to file restated Financial Data Schedules for all periods affected by the restatement of the Company's financial statements and accordingly, the Company is filing restated Financial Data Schedules for the appropriate periods herewith.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits:

- 27.1 Restated Financial Data Schedule for Form 10-Q
for the period ended June 30, 1996
- 27.2 Restated Financial Data Schedule for Form 10-Q
for the period ended September 30, 1996
- 27.3 Restated Financial Data Schedule for Form 10-Q
for the period ended December 31, 1996
- 27.4 Restated Financial Data Schedule for Form 10-Q
for the period ended June 30, 1997
- 27.5 Restated Financial Data Schedule for Form 10-K
for the period ended March 31, 1997 and for
Form 8-K filed September 5, 1997
- 27.6 Restated Financial Data Schedule for Form 10-Q
for the period ended September 30, 1997
- 27.7 Restated Financial Data Schedule for Form 10-Q
for the period ended December 31, 1997

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.

Date: March 23, 1998

AMERICAN SUPERCONDUCTOR
CORPORATION

By: /s/ Gregory J. Yurek

Gregory J. Yurek
President and
Chief Executive Officer

Exhibit Index

Exhibit Number -----	Title -----	Page -----
27.1	Restated Financial Data Schedule for Form 10-Q for the period ended June 30, 1996	
27.2	Restated Financial Data Schedule for Form 10-Q for the period ended September 30, 1996	
27.3	Restated Financial Data Schedule for Form 10-Q for the period ended December 31, 1996	
27.4	Restated Financial Data Schedule for Form 10-Q for the period ended June 30, 1997	
27.5	Restated Financial Data Schedule for Form 10-K for the period ended March 31, 1997 and for Form 8-K filed September 5, 1997	
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27.7	Restated Financial Data Schedule for Form 10-Q for the period ended December 31, 1997	

1,000
U.S. DOLLARS

3-MOS		
	MAR-31-1997	
	APR-01-1996	
	JUN-30-1996	
	1	1,833
	20,711	
	3,509	
	0	
	2,089	
	8,055	10,682
	6,866	
	33,072	
3,736		3,191
0		0
		105
	25,851	
33,072		1,354
	2,856	1,413
	2,554	
	3,962	
	0	
	92	
	(3,445)	
(3,445)		0
	0	
	0	
		0
	(3,445)	
	(0.33)	
	(0.33)	

1000
U.S. DOLLARS

3-MOS		
	MAR-31-1997	
	JUL-01-1996	
	SEP-30-1996	
	1	2,440
	17,918	
	3,629	
	0	
	2,038	
	8,392	10,906
	7,291	
	30,367	
3,735		3,251
0		0
		105
	23,269	
30,367		560
	2,432	613
	2,153	
	3,178	
	0	
	86	
	(2,674)	
(2,674)		0
	0	
	0	
		0
	(2,674)	
	(0.25)	
	(0.25)	

1000
U.S. DOLLARS

3-MOS		
	MAR-31-1997	
	OCT-1-1996	
	DEC-31-1996	
	1	763
	16,374	
	4,281	
	0	
	2,668	
	8,492	11,181
	7,709	
	28,713	
5,982		3,074
0		0
		105
	19,553	
28,713		415
	2,692	590
	2,831	
	2,747	
	0	
	102	
	(3,367)	0
(3,367)		0
	0	0
	0	
	(3,367)	
	(0.32)	
	(0.32)	

1000
U.S. DOLLARS

3-MOS		
	MAR-31-1998	
	APR-01-1997	
	JUN-30-1997	
	1	4,790
	12,776	
	3,491	
	0	
	3,235	
	11,818	12,912
	9,332	
	28,180	
3,178		3,201
0		0
		116
		21,687
28,180		2,165
	3,566	1,799
	2,939	
	3,474	
	0	
	76	
	(2,713)	0
(2,713)		0
	0	0
	(2,713)	
	(0.23)	
	(0.23)	

1000
U.S. DOLLARS

12-MOS		
	MAR-31-1997	
	APR-1-1996	
	MAR-31-1997	
	1	585
	15,446	
	3,454	
	0	
	2,941	
	7,325	
		12,604
	8,836	
	26,581	
	7,007	
		3,074
	0	
		0
		105
		16,396
26,581		
		2,937
	10,551	
		2,990
	10,577	
	12,768	
	0	
	356	
	(13,377)	
		0
(13,377)		
	0	
	0	
		0
	(13,377)	
	(1.27)	
	(1.27)	

1000
U.S. DOLLARS

3-MOS		
	MAR-31-1998	
	JUL-01-1997	
	SEP-30-1997	
	1	3,649
	10,405	
	3,457	
	0	
	4,317	
	11,754	13,488
	9,866	
	25,789	
3,439		3,142
0		0
		117
	19,091	
25,789		1,190
	2,925	1,159
	2,867	
	2,961	
	0	
	61	
	(2,804)	0
(2,804)		0
	0	0
	0	
	(2,804)	
	(0.24)	
	(0.24)	

1000
U.S. DOLLARS

3-MOS		
	MAR-31-1998	
	OCT-01-1997	
	DEC-31-1997	
	1	2,209
	7,508	
	5,013	
	0	
	3,233	
	10,958	14,034
	10,460	
	22,459	
3,359		3,142
0		0
		117
	15,841	
22,459		698
	4,893	550
	4,705	
	3,672	
	0	
	51	
	(3,377)	
(3,377)		0
	0	
	0	
		0
	(3,377)	
	(0.29)	
	(0.29)	