UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K /A

(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): January 5, 2007

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

Delaware	**0-19672**	**04-2959321**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

Two Technology Drive, Westborough, MA	**01581**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's telephone number, including area code: (508) 836-4200

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:

☐ 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))

On January 11, 2007, American Superconductor Corporation (“AMSC” or the “Company”) filed a Current Report on Form 8-K (the “Form 8-K”) announcing the completion of its acquisition transaction with Windtec Consulting, GmbH. AMSC hereby amends the Form 8-K to include the financial statements required below.

Item 9.01

(a) *Financial Statements of Businesses Acquired*

(i) Audited Financial Statements for Windtec Consulting, GmbH are filed as Exhibit 99.1 to this Form 8-K/A:

Report of Independent Registered Public Accounting Firm
Consolidated Balance Sheet as of December 31, 2006
Consolidated Statement of Operations for the year ended December 31, 2006
Consolidated Statement of Cash Flows for the year ended December 31, 2006
Consolidated Statement of Stockholders’ Equity for the year ended December 31, 2006
Notes to Consolidated Financial Statements

(b) *Pro Forma Financial Information*

(i) The unaudited condensed combined pro forma balance sheet as of December 31, 2006 of the Company and the unaudited condensed combined pro forma statements of operations of the Company for the nine months ended December 31, 2006 and for the fiscal year ended March 31, 2006 and accompanying notes are filed as Exhibit 99.2 to this Form 8-K/A.

(d) *Exhibits*

Exhibit	Description
10.01	Definitive Agreement, dated as of November 28, 2006, by and between American Superconductor Corporation, a Delaware corporation, and Gerald Hehenberger Privatstiftung, a trust incorporated according to the laws of Austria, which owned all of the issued and outstanding nominal share capital of Windtec Consulting, GmbH, a corporation incorporated according to the laws of Austria. (Incorporated by reference to Exhibit 10.01 of the Company’s Form 8-K, filed with the SEC on November 29, 2006, File No. 000-19672).
23.1	Consent of PwC Wirtschaftsprüfung AG
99.1	Audited consolidated balance sheet of Windtec Consulting, GmbH, as of December 31, 2006 and a statement of operations for the year ended December 31, 2006.
99.2	The unaudited condensed combined pro forma balance sheet as of December 31, 2006 of the Company; and, the unaudited condensed combined pro forma statements of operations of the Company for the nine months ended December 31, 2006 and for the fiscal year ended March 31, 2006 and accompanying notes.

SIGNATURES

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

March 23, 2007

AMERICAN SUPERCONDUCTOR CORP.

By: /s/ Thomas M. Rosa
Thomas M. Rosa
Vice President and Chief Financial Officer

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (File Nos. 33-44962, 33-44963, 33-64832, 33-74418, 33-86106, 33-86108, 333-39653, 333-37163, 333-71539, 333-58016, 333-111477, 333-119125 and 333-119126) and Form S-3 (File Nos. 333-108347, 333-109429, 333-121946 and 333-124235) of American Superconductor Corporation of our report dated March 23, 2007, relating to the financial statements of Windtec Consulting GmbH, which appears in the Current Report on Form 8-K of American Superconductor Corporation dated March 23, 2007.

March 23, 2007

/s/ Aslan Milla	/s/ Detlef Kunz
Aslan Milla	p.p. Detlef Kunz

PwC Wirtschaftsprüfung AG
Wirtschaftsprüfungs- und
Steuerberatungsgesellschaft
ErdbergstraBe 200
A-1030 Vienna

Exhibit 99.1

Report of Independent Registered Public Accounting Firm

To Directors and Shareholders of Windtec Consulting GmbH:

In our opinion, the accompanying consolidated balance sheet and the related consolidated statement of operations, stockholders’ equity and cash flows present fairly, in all material respects, the financial position of Windtec Consulting GmbH an its subsidiaries at December 31, 2006, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

March 23, 2007

/s/ Aslan Milla
Aslan Milla

/s/ Detlef Kunz
p.p. Detlef Kunz

PwC Wirtschaftsprüfung AG
Wirtschaftsprüfungs- und
Steuerberatungsgesellschaft
ErdbergstraBe 200
A-1030 Vienna

Windtec Consulting GmbH

Consolidated Balance Sheet

(all amounts in EUR)

	December 31, 2006
ASSETS	
Current assets:	
Cash and cash equivalents	345,049
Marketable securities	6,193
Accounts receivable, net	2,011,883
Inventory	196,910
Prepaid expenses and other current assets	550,303
Deferred income taxes	324,536
Total current assets	3,434,874
Property, plant and equipment:	
Machinery and equipment	1,118,465
Furniture and fixtures	448,122
Leasehold improvements	17,538
	1,584,125
Less: accumulated depreciation	(1,016,009)
Property, plant and equipment, net	568,116
Intangible assets	144,123
Less: accumulated amortization	(92,011)
Intangible assets, net	52,112
Deferred income taxes	16,516
TOTAL ASSETS	**4,071,618**
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current liabilities:	
Short term borrowings	335,370
Due to American Superconductor Corporation	292,694
Accounts payable and accrued expenses	1,698,656
Income taxes payable	19,794
Obligations under capital leases	23,262
Customer deposits	97,349
Total current liabilities	2,467,125
Loan	61,000
Retirement plan liabilities	29,335
Total liabilities	2,557,460
Commitments and contingencies (Note 12)	
Stockholders' equity:	
Contributed Capital	251,685
Retained earnings	1,262,473
Total stockholders' equity	1,514,158
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**4,071,618**

The accompanying notes are an integral part of the consolidated financial statements.

Windtec Consulting GmbH

Consolidated Statement of Operations
(all amounts in EUR)

	Year ended December 31, 2006
Revenues:	
Contract revenue	793,546
Product sales	9,316,353
Total revenues	10,109,899
Costs and expenses:	
Costs of revenue-contract revenue	(842,979)
Costs of revenue-product sales	(5,966,737)
Research and development	(1,520,764)
Selling, general and administrative	(1,037,059)
Settlement of litigation	253,258
Total costs and expenses	(9,114,281)
Operating profit	995,618
Other income	28,005
Interest expense, net	(29,090)
Income before income taxes	994,533
Income tax expense	(248,518)
Net income	**746,015**

The accompanying notes are an integral part of the consolidated financial statements.

Windtec Consulting GmbH

Consolidated Statement of Cash Flows

(all amounts in EUR)

	Year ended December 31, 2006
Cash flows from operating activities:	
Net income	746,015
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	222,455
Deferred income taxes	178,853
Inventory write-down charges	1,847
Loss on disposal of PP&E	643
Cash effects of changes in operating asset and liability accounts:	
Accounts receivable	(1,197,306)
Inventory	(101,012)
Prepaid expenses and other current assets	(464,776)
Accrual for severance payments	(2,720)
Due to American Superconductor Corporation	238,910
Accounts payable and accrued expenses	399,242
Income taxes	19,794
Deferred revenue	97,349
Net cash provided by operating activities	139,292
Cash flows from investing activities:	
Purchase of PP&E and intangible assets	(190,607)
Proceeds from the sale of PP&E	1,500
Purchase of marketable securities	(3,116)
Net cash used in investing activities	(192,223)
Cash flows from financing activities:	
Shareholders’ contributions	35,000
Short term borrowings	335,370
Increase in loan	12,200
Net cash provided by financing activities	382,570
Net increase in cash and cash equivalents	329,638
Cash and cash equivalents at beginning of period	15,410
Cash and cash equivalents at end of period	345,049
Cash paid:	
Interest	29,090
Income taxes	49,871

The accompanying notes are an integral part of the consolidated financial statements.

Windtec Consulting GmbH

Consolidated Statement of Stockholders' Equity
(all amounts in EUR)

	Contributed Capital	Retained earnings	Total Stockholders' Equity
Balance at December 31, 2005 (unaudited)	216,685	516,458	733,143
Stockholders' contributions	35,000	—	35,000
Net income	—	746,015	746,015
Balance at December 31, 2006	251,685	1,262,473	1,514,158

NOTES TO CONSOLIDATED STATEMENTS

1. Nature of the Business and Operations

Windtec Consulting GmbH (the Company or Windtec) was founded in 1995 as a limited liability company and is an engineering company involved in developing complete electrical systems for wind turbine applications. The Company's principal markets include China, Japan and Germany. The Company's products comprise control, pitch and variable-speed power electrical systems.

The Company's scope of business extends to four major product lines:

- Electrical systems: Windtec develops, improves and sells entire electrical systems for wind turbines, comprising control, pitch and variable-speed power electrics – all using advanced proprietary tools.
- Complete development of wind energy converters: Windtec develops and improves onshore and offshore wind energy converters up to a power rating of 5 megawatts. This includes checking the feasibility of the conceptual idea, calculating the mechanical loads and obtaining an official certification (usually through Germanischer Lloyd) for the wind turbine.
- Provision of support services: The Company's services range from assembling and factory tests to on site commissioning and performance optimization.
- Technology transfer: Windtec designs and improves wind turbines and provides a technology transfer license for the manufacturing of fully self-developed wind turbines by the original equipment manufacturers.

2. Summary of Significant Accounting Policies

A summary of the Company's significant accounting policies follows:

Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany balances are eliminated.

Windtec Consulting GmbH and its subsidiaries Windtec Systemtechnik GmbH and Windtec Engineering GmbH were under common control until September 2006, when the shares of the latter two companies were transferred to Windtec Consulting GmbH by the common shareholder. As this represents a transaction under common control under the provisions of APB Opinion No. 16, "Business Combinations", in conjunction with SFAS No. 141, "Business Combinations", it was not treated as a business combination, but instead the assets and liabilities were transferred to Windtec Consulting GmbH at their carrying amounts. The financial statements are presented as of the beginning of the period as though the assets and liabilities had been transferred at that date.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments with current maturities of three months or less to be cash equivalents. Cash equivalents consist principally of money market accounts.

Marketable Securities

The Company determines the appropriate classification of its marketable securities at the time of purchase and re-evaluates such classification as of each balance sheet date, in accordance with the

Statement of Financial Accounting Standards (SFAS) No. 115, “Accounting for Certain Investments in Debt and Equity Securities” issued by the Financial Standards Accounting Board (FASB). All marketable securities are considered available-for-sale and are carried at fair value. Fair values are based on quoted market prices. The unrealized gains and losses related to these securities are included in accumulated other comprehensive income (loss). When securities are sold, the cost is determined based on the specific identification method and realized gains and losses are included in investment income.

Accounts Receivable

The Company’s accounts receivable are comprised of amounts owed by commercial companies. The Company does not require collateral or other security to support customer receivables.

Due to scheduled billing requirements specified under certain contracts, a portion of the Company’s accounts receivable balance at December 31, 2006 was unbilled. The Company expects most of the unbilled balance at December 31, 2006 to be billed by the first quarter of the fiscal year ending December 31, 2007. At December 31, 2006, the Company had three customers that represented approximately 37%, 33% and 26% of the total accounts receivable balance.

Inventories

Inventories are stated at the lower of cost or market. Amounts are removed from inventory on a first-in first-out basis.

Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation. The Company accounts for depreciation using the straight-line method to allocate the cost of property, plant and equipment over their estimated useful lives as follows:

Asset classification	Estimated useful life
Machinery and equipment	3-10 years
Furniture and fixtures	4-10 years
Leasehold improvements	8 years

Expenditures for maintenance and repairs are expensed as incurred. Upon retirement or other disposition of assets, the costs and related accumulated depreciation are eliminated from the accounts and the resulting gain or loss is reflected in income.

Depreciation expense was EUR 169,084 for the fiscal year ended December 31, 2006.

Intangible Assets

Intangible assets consist exclusively of self developed computer software for sale and are carried at cost less accumulated amortization. The Company accounts for amortization using the straight-line method to allocate the cost of intangible assets over their estimated useful lives of 2 years.

Amortization expense was EUR 53,371 for the fiscal year ended December 31, 2006.

Accounting for Impairment of Long-Lived Assets

The Company periodically evaluates its long-lived assets for potential impairment under SFAS No. 144, “Accounting for the Impairment or Disposal of Long-Lived Assets.” The Company performs these evaluations whenever events or circumstances suggest that the carrying amount of an asset or group of assets is not recoverable. The Company’s judgments regarding the existence of impairment indicators are based on market and operational performance. Indicators of potential impairment include:

- a significant change in the manner in which an asset is used;
- a significant decrease in the market value of an asset;
- a significant adverse change in its business or the industry in which it is sold;
- a current period operating cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the asset; and
- significant advances in the Company’s technologies that require changes in the manufacturing process.

If the Company believes an indicator of potential impairment exists, it tests to determine whether impairment recognition criteria in SFAS No. 144 have been met. To analyze a potential impairment, the Company projects undiscounted future cash flows expected to result from the use and eventual disposition of the asset or primary asset in the asset group over its remaining useful life. If these projected cash flows are less than the carrying amount, an impairment loss is recognized in the Consolidated Statements of Operations based on the difference between the carrying value of the asset or asset group and its fair value. Evaluating the impairment requires judgment by the Company's management to estimate future operating results and cash flows. If different estimates were used, the amount and timing of asset impairments could be affected.

No impairment of long-lived assets occurred in 2006.

Revenue Recognition and Deferred Revenue

The Company recognizes revenue from product sales when delivery has occurred, so that ownership and risk taking have been transferred to the buyer, provided persuasive evidence of an arrangement exists, the sales price is fixed or determinable and collectibility is reasonably assured. Customer deposits received in advance of revenue recognition are recorded as deferred revenue until delivery has occurred.

For contracts to perform services to customers, the Company recognizes revenues using the proportionate performance model under SAB 104, "Revenue recognition", measured by the relationship of costs incurred to total estimated contract costs. For contracts to construct a tangible product, the Company records revenues using the percentage of completion method, measured by the relationship of costs incurred to total estimated contract costs. The Company uses the percentage of completion revenue recognition method when an arrangement meets all of the criteria in Statements of Position 81-1, "Accounting for Performance of Construction Type and Certain Production Type Contracts." The Company follows these methods since reasonably dependable estimates of the revenues and costs applicable to various stages of a contract can be made. However, the ability to reliably estimate total costs at completion is challenging, and could result in future changes in contract estimates. Since some contracts extend over a longer period of time, revisions in cost and funding estimates during the progress of work have the effect of adjusting earnings applicable to prior-period performance in the current period. Recognized revenues and profit or loss are subject to revisions as the contract progresses to completion. Revisions in profit or loss estimates are charged to income in the period in which the facts that give rise to the revision become known.

The Company usually provides product warranty in connection with agreements for product sales. Warranty periods commenced from either the date of commissioning and/or the date of delivery and range between 12 and 36 months. Warranty provisions are accrued based on actual claims and historical experience gained on product sales transactions.

For the fiscal year ended December 31, 2006, the Company had two customers that represented approximately 66% and 26% of total revenue, respectively.

Research and Development Costs

Research and development costs are expensed as incurred unless the requirements as defined in SFAS 86, "Accounting for the Costs of Computer Software to Be Sold, Leased, or otherwise Marketed" are fulfilled in respect of computer software development activities, i.e. costs of producing product masters incurred subsequent to establishing technological feasibility are being capitalized as intangible assets.

Income Taxes

The Company accounts for income taxes in accordance with SFAS No. 109, “Accounting for Income Taxes.” Deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each fiscal year end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce net deferred tax assets to the amount expected to be realized. The Company presently has not provided a valuation allowance since the Company believes that it is more likely than not that its deferred tax assets will be realized.

Foreign Currency Translation

The functional currency of the Company and its subsidiaries is the Euro. Foreign currency transaction gains and losses are included in the net income/(loss) and have not been material to date.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from those estimates and would impact future results of operations and cash flows.

Comprehensive Income

The Company reports comprehensive income/(loss) in accordance with Statements of Financial Accounting Standard No. 130, “Reporting Comprehensive Income”. The Company’s comprehensive income for the fiscal year 2006 does not differ from the reported net income.

Disclosure of Fair Value of Financial Instruments

The Company’s financial instruments mainly consist of cash and cash equivalents, marketable securities, accounts receivable, accounts payable and accrued expenses and long term debt. The carrying amounts of its cash equivalents and marketable securities, accounts receivable, accounts payable and accrued expenses approximate fair value due to the short-term nature of these instruments. The long term debt consists of a subsidized loan, which is due 15 months after the end of fiscal 2006, therefore its carrying amount also approximates fair value.

3. Accounts Receivable

Accounts receivable from customers at December 31, 2006 consist of the following:

	EUR
Accounts receivables (billed)	1,933,150
Accounts receivables (unbilled)	78,733
Total	2,011,883

No allowance for doubtful accounts is considered necessary as of December 31, 2006.

Accounts receivable up to a maximum amount of EUR 1,370,000 have been assigned as collateral for lines of credit amounting to EUR 685,000 provided by Bank Austria Creditanstalt AG.

4. Inventory

Inventories at December 31, 2006 can be analyzed as follows:

	EUR
Raw materials	84,114
Unfinished goods	106,796
Finished goods	6,000
Total	196,910

Inventory write-downs to net realizable value amounting to EUR 1,847 were recorded in fiscal year 2006.

5. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets at December 31, 2006 consist of the following:

	EUR
VAT receivables from tax authorities	494,333
Prepaid expenses	19,844
Other receivables	36,126
Total	550,303

6. Intangible Assets

The estimated aggregate amortization expense for each of the five succeeding fiscal years is set out below:

	EUR
2007	33,422
2008	18,690
2009	0
2010	0
2011	0

7. Short term borrowings

On December 21, 2006 the Company entered into a collateralized borrowing contract amounting to EUR 335,370. Repayment of this amount has to occur by February 2007, the applicable interest rate is one-month-EURIBOR plus 1.5%. The borrowing is collateralized by a trade receivable of the same amount, which itself is guaranteed by Österreichische Kontrollbank AG with a 10% retention. The borrowing was repaid in full in February 2007.

Unused lines of credits amounting to EUR 685,000 are available until August 31, 2007, an amount of EUR 585,000 is available until June 30, 2010.

8. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses at December 31, 2006 consist of the following:

	EUR
Trade accounts payable	838,126
VAT payable	257,941
Payroll taxes	50,817
Accrued vacation and overtime	299,806
Accrual for warranties	118,290
Others	133,676
Total	1,698,656

	EUR
Accrual for warranties at start of period	0
Increase in accrual (warranties issued during period)	118,290
Accrual for warranties at ending of period	118,290

9. Loan

The long term loan of EUR 61,000 bears interest at 2% and is due for repayment on March 31, 2008.

10. Gain on settlement of litigation

According to the arbitral award of the ICC (International Chamber of Commerce) as of July 10, 2003 the Company was required to pay to a customer EUR 329,783 of the jurisdictional amount, together with penalty interest of EUR 36,457 and litigation costs of EUR 117,032. The Company appealed the legal decision and a mutual agreement was finally reached in November 2006, in terms of which the Company had to pay EUR 260,000 in full and final settlement of the dispute. The reversal of the over-accrual (EUR 253,258) is disclosed in the consolidated statement of operations under “Gain on settlement of litigation”.

11. Income Taxes

Income tax expense for the fiscal year 2006 comprises:

	EUR
Current tax expense	69,665
Deferred tax expense	178,853
Total	248,518

The income tax expense is fully attributable to continuing operations.

There are no significant reconciling items between the reported amount of income tax expense attributable to continuing operations (effective income tax rate) and the amount of income tax expense that would result from applying the Austrian federal tax rate of 25% (statutory income tax rate) to income before taxes.

The principal components of the Company’s deferred tax assets and liabilities at December 31, 2006 consist of the following:

	EUR
Deferred tax assets related to:	
Net operating loss carryforward	302,683
Fixed assets and intangibles	15,620
Accrual for warranties	29,573
Accrual for severance payments	896
Total deferred tax assets	348,772
Valuation allowances	0
Net deferred tax assets	348,772
Deferred tax liabilities related to:	
Accounts payable	(6,800)
Contract accounting	(920)
Total deferred tax liabilities	(7,720)
Deferred tax assets, net	341,052

At December 31, 2006 the Company records net operating loss carryforwards available for Austrian income tax purposes of approximately EUR 1,210,731 which can be carried forward indefinitely.

Consolidation of taxable income

Beginning in 2006, the Company uses the tax advantage of a group taxation regime that allows parent and subsidiaries to consolidate their taxable income. Due to the implemented group taxation, Windtec Consulting GmbH could utilize tax loss from the entity Windtec Engineering GmbH. The tax effects were allocated with 100% to the entities according to the contract ("Gruppenbesteuerungsvertrag").

12. Commitments and Contingencies

The Company rents its headquarters in Klagenfurt, Austria, under an operating lease, which can be terminated by either party as per every mid year and end year. Furthermore, the Company rents additional facilities in Ebenthal, Austria, under an operating lease agreement that expires on June 30, 2008.

Rent expense under operating leases amounts to EUR 78,884 in fiscal year 2006.

Minimum future lease commitments at December 31, 2006 are as follows:

Year ended December 31,	EUR
2007	67,169
2008	3,050
2009	—
2010	—
2011 and beyond	—
Total	70,219

The company leased a motor vehicle under capital lease in November 2006. Acquisition costs amount to EUR 23,680. Current year accumulated depreciation amounts to EUR 789.

On December 21, 2006 the Company sold a trade receivable amounting to EUR 335,370 to Bank Austria Creditanstalt AG. The transaction represents a financing arrangement rather than a factoring arrangement since both the liquidity and bad debt risks are being retained by the Company (also refer to Note 7).

In terms of a royalty agreement dated December 1, 2006 the Company is required to pay a royalty of EUR 100,000 per annum to its managing director in consideration of the assignment of patents as set out in the patent assignment agreement dated December 6, 2006, which is attached as schedule 1 of exhibit A to the aforementioned royalty agreement.

13. Employee Benefit Plans

Employees of Austrian companies are entitled to receive severance payments upon termination of their employment or on reaching normal retirement age. The entitlements depend on years of service and final compensation levels. Although these obligations are partly funded for tax reasons, these instruments do not qualify as plan assets.

Accruals for severance and retirement payments are calculated according to the projected unit credit method. Actuarial gains and losses are recorded in income when incurred.

The changes in the provision during the year are as follows:

	EUR
Project benefit obligation (PBO) at start of period	32,055
Service cost	6,553
Interest cost	1,282
Severance payments	—
Actuarial (gain) loss for the period	(10,556)
PBO at end of period = accrued liability	29,335

	EUR
Service cost	6,554
Interest cost	1,282
Actuarial gain	(10,556)
Net periodic severance income	(2,720)

Actuarial assumptions:	
Discount rate	4%
Retirement age: female/male	60/65

The benefits expected to be paid in the next five fiscal years amount to:

	EUR
2007	11,665
2008	0
2009	0
2010	0
2011	12,293

The Company's contributions to the defined contributions plan amount to EUR 20,096 in the fiscal year 2006. The Company does not have any stock-based compensation plan.

14. Financial Instruments

The Company uses financial instruments in the normal course of its business, excluding derivative financial instruments.

Concentration of Credit Risk

Financial instruments with potential credit risk consist principally of cash and cash equivalents and accounts receivable. The Company maintains cash and cash equivalents with one financial institution. Concentrations of credit risk with respect to receivables are generally limited due to the dispersion across some countries. Additionally trade receivable are guaranteed by Österreichische Kontrollbank AG with a 10% retention.

15. New Accounting Pronouncements

In July 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes. This Interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This Interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Interpretation is effective for fiscal years beginning after December 15, 2006. The Company does not anticipate the adoption will have a material impact on its financial statements.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements, ("FAS 157"). This Standard defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. FAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The adoption of FAS 157 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

16. Subsequent Event

Effective January 5, 2007 the Company was acquired by American Superconductor Corporation (AMSC), an American energy technologies company based in Westborough, Massachusetts.

17. Related Parties Transactions

In the fiscal year 2006, the Company's managing director received license fees amounting to EUR 87,997 from the Company for granting the right to use certain technology.

American Superconductor Corporation (AMSC) supplied electrical components to the Company. The liability as of December 31, 2006 to AMSC amounted to EUR 292,694.

Exhibit 99.2

AMERICAN SUPERCONDUCTOR CORPORATION
UNAUDITED CONDENSED COMBINED PRO FORMA BALANCE SHEET
December 31, 2006

	AMSC As Reported	Windtec As Reported	Pro Forma Adjustments for Acquisition	Combined Pro Forma
ASSETS				
Current assets:				
Cash and cash equivalents	$ 12,847,903	$ 455,558		$ 13,303,461
Marketable securities	28,766,070	8,177		28,774,247
Accounts receivable, net	11,375,180	2,656,229	$ (391,916)a	13,639,493
Inventory	9,787,444	259,974	42,300 c	10,089,718
Prepaid expenses and other current assets	952,831	726,548	(80,000)f	1,599,379
Deferred taxes		428,475		428,475
Total current assets	63,729,428	4,534,961	(429,616)	67,834,773
Property, plant and equipment, net	50,267,246	750,067		51,017,313
Goodwill	1,107,735		3,716,402 b j	4,824,137
Other Intangibles	2,965,256	68,802	10,431,198 b	13,465,256
Other assets		21,806		21,806
Total assets	$ 118,069,665	$5,375,636	$13,717,984	$ 137,163,285
LIABILITIES AND STOCKHOLDER'S EQUITY				
Current liabilities:				
Accounts payable and accrued expenses	$ 19,117,848	$2,685,966	$ (11,915)a g	$ 21,791,899
Short term borrowings		442,779		442,779
Deferred revenue	2,955,859	128,527		3,084,386
Total current liabilities	22,073,707	3,257,272	(11,915)	25,319,064
Non current liabilities:				
Deferred tax liabilities			2,625,000 j	2,625,000
Loan		80,536		80,536
Retirement plan liabilities		38,730		38,730
Total non current liabilities		119,266	2,625,000	2,744,266
Stockholders' equity:				
Common stock and additional paid-in capital	469,614,791	332,292	12,771,705 h	482,718,788
Deferred contract costs-warrant	(15,049)			(15,049)
Accumulated other comprehensive income	21,591			21,591
Accumulated (deficit) earnings	(373,625,375)	1,666,806	(1,666,806)h	(373,625,375)
Total stockholders' equity	95,995,958	1,999,098	11,104,899	109,099,955
Total liabilities and stockholders' equity	$ 118,069,665	$5,375,636	$13,717,984	$ 137,163,285

AMERICAN SUPERCONDUCTOR CORPORATION
UNAUDITED CONDENSED COMBINED PRO FORMA STATEMENT OF OPERATIONS
For the Fiscal Year Ended March 31, 2006

	AMSC As Reported	Windtec As Reported	Pro Forma Adjustments for Acquisition	Combined Pro Forma
Revenues:				
Contract revenue	$ 1,711,830	$1,310,977		$ 3,022,807
Product sales and prototype development contracts	49,160,618	691,160	$ (164,091) d	49,687,687
Total revenues	50,872,448	2,002,137	(164,091)	52,710,494
Costs and expenses:				
Costs of revenue-contract revenue	1,511,119	447,692		1,958,811
Costs of revenue-product sales and prototype development contracts	51,938,048	468,503	635,909 d e	53,042,460
Research and development	14,961,060	755,818		15,716,878
Selling, general and administrative	10,988,926	543,726	2,221,429 e	13,754,081
Impairment charge	4,959,851			4,959,851
Total costs and expenses	84,359,004	2,215,739	2,857,338	89,432,081
Operating loss	(33,486,556)	(213,602)	(3,021,429)	(36,721,587)
Interest income (expense)	2,610,372	(20,997)		2,589,375
Other (expense) income, net	(126)	26,910		26,784
Loss before income taxes	(30,876,310)	(207,689)	(3,021,429)	(34,105,428)
Income tax (expense) benefit		49,309	755,357 k	804,666
Net loss	$(30,876,310)	$ (158,380)	$(2,266,072)	$(33,300,762)
Net loss per common share				
Basic and Diluted	$ (0.94)			$ (0.98)
Weighted average number of common shares outstanding				
Basic and Diluted	32,685,390		1,300,000 i	33,985,390

AMERICAN SUPERCONDUCTOR CORPORATION
UNAUDITED CONDENSED COMBINED PRO FORMA STATEMENT OF OPERATIONS
For the Nine Months Ended December 31, 2006

	AMSC As Reported	Windtec As Reported	Pro Forma Adjustments for Acquisition	Combined Pro Forma
Revenues:				
Contract revenue	$ 1,533,478	$ 843,744		$ 2,377,222
Product sales and prototype development contracts	31,564,056	6,549,528	$(2,584,330)d	35,529,254
Total revenues	33,097,534	7,393,272	(2,584,330)	37,906,476
Costs and expenses:				
Costs of revenue-contract revenue	1,263,934	818,366		2,082,300
Costs of revenue-product sales and prototype development contracts	33,232,167	4,623,869	(1,984,330)d e	35,871,706
Research and development	11,700,387	925,481		12,625,868
Selling, general and administrative	12,026,698	791,064	1,666,071 e	14,483,833
Total costs and expenses	58,223,186	7,158,780	(318,259)	65,063,707
Operating (loss) profit	(25,125,652)	234,492	(2,266,071)	(27,157,231)
Interest income (expense)	1,779,256	(35,668)		1,743,588
Other income (expense), net	100,302	(3,462)		96,840
(Loss) income before income taxes	(23,246,094)	195,362	(2,266,071)	(25,316,803)
Income tax (expense) benefit		(106,453)	566,518 k	460,065
Net (loss) income	$(23,246,094)	$ 88,909	$(1,699,553)	$(24,856,738)
Net loss per common share				
Basic and Diluted	$ (0.71)			$ (0.73)
Weighted average number of common shares outstanding				
Basic and Diluted	32,889,911		1,300,000 i	34,189,911

1. WINDTEC ACQUISITION

On January 5, 2007, American Superconductor Corporation, a Delaware corporation ("AMSC" or the "Company"), completed the acquisition (the "Acquisition") of Windtec Consulting, GmbH, ("Windtec"), a company incorporated according to the laws of Austria, pursuant to a Stock Purchase Agreement (the "Stock Purchase Agreement") dated November 28, 2006 between the Company and the Gerald Hehenberger Privatstiftung, a trust incorporated according to the laws of Austria (the "Trust"). Pursuant to the Stock Purchase Agreement, the Company purchased from the Trust all of the issued and outstanding shares of Windtec, for which the Company paid the Trust 1,300,000 shares of the Company's common stock, $0.01 par value per share (the "Common Stock"), at closing on January 5, 2007. Additionally, the Company may pay the Trust up to an additional 1,400,000 shares of Common Stock upon Windtec's achievement of specified revenue objectives during the first four full fiscal years following the closing of the acquisition. As a result of this transaction, Windtec is a wholly-owned subsidiary of the Company.

The estimated fair value of the common stock issued was determined using $10.08 per share, which was the average price determined based on the five-day average for the two days before, day of, and two days after the announcement by the Company of its agreement to acquire Windtec, in accordance with EITF Issue No. 99-12, *Determination of the Measurement Date for the Market Price of Acquirer Securities Issued in a Purchase Business Combination*.

The following table summarizes the preliminary purchase price allocation at January 5, 2007:

Cash and cash equivalents	$ 455,558
Short-term marketable securities	8,177
Accounts receivable, net	2,264,313
Inventory, net	302,274
Prepaid expenses	726,549
Deferred tax assets	428,475
Accounts payable	(2,294,049)
Short term borrowings	(442,779)
Deferred revenue	(128,527)
Net working capital	1,319,991
Deferred tax liabilities	(2,625,000)
Long term liabilities	(119,266)
Fixed assets, net	750,067
Deferred tax assets	21,806
Identified intangible assets	10,500,000
Goodwill	3,716,402
Total purchase price	$13,564,000

This purchase price allocation is preliminary and has not been finalized in that we are continuing to review the estimated fair values of the identifiable intangible assets and the amount of Austrian net operating loss carryforwards available to us. Material changes, if any, to the preliminary allocation summarized above will be reported once the related uncertainties are resolved. The $450,281 of deferred tax assets is primarily related to Austrian net operating loss and tax credit carryforwards. We have concluded that, based on the standard set forth in SFAS No. 109, *Accounting for Income Taxes*, it is more likely than not that we will realize the benefits from these deferred tax assets.

The excess of the purchase price over estimated fair values assigned to the identifiable tangible and intangible assets acquired and liabilities assumed is $3,716,402, which represents the amount of non-deductible goodwill resulting from the Windtec acquisition. In accordance with SFAS No. 142, *Goodwill and Other Intangible Assets*, we will test goodwill for impairment on an annual basis and between annual tests if we become aware of any events occurring or changes in circumstances that would indicate a reduction in the fair value of the goodwill below its carrying amount.

2. BASIS OF PRO FORMA PRESENTATION

The unaudited condensed combined pro forma balance sheet as of December 31, 2006 gives pro forma effect to the Acquisition as if the Acquisition had occurred on December 31, 2006. The Acquisition will be accounted for by the purchase method of accounting pursuant to which the purchase price is allocated among the acquired tangible and intangible assets and assumed liabilities in accordance with estimates of their fair values on the date of acquisition. The unaudited condensed combined pro forma balance sheet as of December 31, 2006 was prepared by combining the Company’s historical unaudited condensed combined pro forma balance sheet as of December 31, 2006 with Windtec’s historical audited combined balance sheet as of December 31, 2006. The historical balance sheet of Windtec as of December 31, 2006 was translated from the Euro to U.S. dollars using the current period-end exchange rate. The amounts reflected in the unaudited condensed combined pro forma balance sheet as of December 31, 2006 are preliminary and subject to change and, therefore, the final values may differ substantially from these amounts. Additionally, the Company may issue to the Trust additional common shares in future periods upon the achievement of specified revenue objectives, which if earned, will result in an increase to the purchase price.

The unaudited condensed combined pro forma statement of operations for the last full fiscal year was prepared by combining the Company’s historical audited statement of operations for the fiscal year ended March 31, 2006 with Windtec’s historical unaudited statement of operations for the fiscal year ended December 31, 2005. The unaudited condensed combined pro forma statement of operations for the nine months ended December 31, 2006 was prepared by combining the Company’s historical unaudited statement of operations for the nine months ended December 31, 2006 with Windtec’s historical unaudited statement of operations for the nine months ended September 30, 2006. The unaudited condensed combined pro forma statements of operations for the twelve months ended March 31, 2006 and the nine months ended December 31, 2006 give pro forma effect to the Acquisition as if the transaction had occurred on April 1, 2005 or April 1, 2006, respectively. The historical unaudited statements of operations of Windtec were translated from the Euro to U.S. dollars using the average exchange rate for the periods presented.

The pro forma adjustments represent the Company’s preliminary determination of purchase accounting adjustments and are based upon available information and certain assumptions that Company believes to be reasonable under the circumstances. The pro forma adjustments and certain assumptions are described in the accompanying notes. The allocation of the purchase price is preliminary and may be revised upon the completion of the intangible asset appraisals and the review of the Austrian net operating loss carryforwards, which are in progress. The final allocation of purchase price could differ materially from estimated allocated amounts included in these pro forma financial statements. The unaudited condensed combined pro forma financial information presented below does not purport to be indicative of the financial position or results of operations of the Company had such transactions actually been completed as of the assumed dates and for the periods presented, or which may be obtained in the future.

The Acquisition, together with certain related expenses, was funded by the Company as follows:

Issuance of 1,300,000 shares of Company’s Common Stock	$ 13.104 million
Acquisition costs paid from existing Company funds	$ 0.460 million

The value of the proceeds from the issuance of the shares of the Company's common stock, for purposes of determining the accounting purchase price, was determined based on the five-day average for the two days before, day of, and two days after the announcement by the Company of its agreement to acquire Windtec.

3. PRO FORMA ADJUSTMENTS

The following pro forma adjustments (including eliminations) are included in the unaudited condensed combined pro forma balance sheet and statements of operations:

(a) To record the elimination of $391,916 of accounts receivable due to the Company from Windtec.

(b) To record the preliminary adjustment for the purchase price allocation of costs in excess of tangible net assets acquired:

Identified Intangible Assets	10,500,000
Elimination of prior Windtec intangible asset	(68,802)
Net adjustment to Other Assets	$10,431,198
Goodwill adjustment for unallocable purchase price	$ 3,716,402
Total costs in excess of tangible assets	$14,147,600

(c) To record the following adjustments to Windtec's inventory to reflect the fair value of inventory at the date of Acquisition.

	Windtec Balance as of Acquisition	Adjustment	Adjusted Balance
Raw Materials	$ 111,053	$ —	$111,053
Work in Process	141,000	42,300	183,300
Finished Goods	7,922	—	7,922
Total Inventory	$ 259,974	$ 42,300	$302,274

(d) To record the elimination of product sales from the Company to Windtec and the elimination of the related costs of revenue. These amounts were $164,091 and $2,584,330 for the fiscal year ended March 31, 2006 and nine-month period ended December 31, 2006, respectively.

(e) To record the amortization expense associated with the acquired intangible assets for the fiscal year ended March 31, 2006 and the nine month period ended December 31, 2006.

	Purchase Price Allocation	Estimated Useful Life (years)	Expense allocated for 12 months	Expense allocated for 9 months
Intangible asset				
Contractual relationships / backlog	$ 3,300,000	2	$1,650,000	$1,237,500
Customer relationships	2,000,000	5	400,000	300,000
Trade names and trademarks	1,200,000	7	171,429	128,571
Total Selling, general and administrative amortization of intangibles	6,500,000		2,221,429	1,666,071
Core Technology and Know-how	4,000,000	5	800,000	600,000
Total Costs of Goods Sold amortization of intangibles	4,000,000		800,000	600,000
Total costs in excess of tangible assets	$10,500,000		$3,021,429	$2,266,071

(f) To record a decrease in prepaid expenses of $80,000 for Acquisition transaction costs incurred as of December 31, 2006.

(g) To record an increase in accounts payable for estimated acquisition transaction costs of $380,000 not yet incurred as of December 31, 2006.

(h) To record the elimination of Windtec's historical equity accounts and to reflect the issuance of 1,300,000 shares of Common Stock.

(i) To record an increase in the number of outstanding weighted average shares of 1,300,000 issued in the Acquisition.

(j) To record deferred tax liabilities related to the non-deductible identifiable intangible assets, at 25%, the Austrian statutory tax rate.

(k) To record an income tax benefit on pro forma adjustments to income related to the Acquisition, at 25%, the Austrian tax rate.