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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.)

**114 East Main Street,  
Ayer, Massachusetts**  
(Address of Principal Executive Offices)

**01432**  
(Zip Code)

**Amended and Restated 2007 Director Stock Plan, as Amended  
2022 Stock Incentive Plan, as Amended and Restated**  
(Full Title of the Plan)

**John W. Kosiba, Jr.**  
**Senior Vice President, Chief Financial Officer and Treasurer**  
**American Superconductor Corporation**  
**114 East Main Street**  
**Ayer, Massachusetts 01432**  
(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. Handrinis**  
**Latham & Watkins LLP**  
**John Hancock Tower**  
**200 Clarendon Street**  
**Boston, Massachusetts 02116**  
**(617) 948-6000**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering (i) an additional 150,000 shares of the common stock (“Common Stock”) of American Superconductor Corporation (the “Registrant”) to be issued pursuant to the Amended and Restated 2007 Director Stock Plan, as Amended (the “Director Stock Plan”) and (ii) an additional 3,250,000 shares of Common Stock to be issued pursuant to the 2022 Stock Incentive Plan, as Amended and Restated (the “2022 Plan”), for which Registration Statements of the Registrant on Form S-8 relating to each of 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. 333-145685, filed by the Registrant on [August 24, 2007 and the Post-Effective Amendment No. 1 to such Registration Statement on Form S-8 filed on November 17, 2022](#), (ii) the Registration Statement on Form S-8, File No. 333-197971, filed by the Registrant on [August 8, 2014 and the Post-Effective Amendment No. 1 to such Registration Statement on Form S-8 filed on November 17, 2022](#), (iii) the Registration Statement on Form S-8, File No. 333-213850, filed by the Registrant on [September 28, 2016 and the Post-Effective Amendment No. 1 to such Registration Statement on Form S-8 filed on November 17, 2022](#), (iv) the Registration Statement on Form S-8, File No. 333-233531, filed by the Registrant on [August 29, 2019 and the Post-Effective Amendment No. 1 to such Registration Statement on Form S-8 filed on November 17, 2022](#), and (v), the Registration Statement on [Form S-8, File No. 333-266728, filed by the Registrant on August 10, 2022](#), in each case relating to the Director Stock Plan; as well as (vi) the Registration Statement on [Form S-8, File No. 333-266727, filed by the Registrant on August 10, 2022 relating to the 2022 Plan](#).

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
4.1	<a href="#"><u>Restated Certificate of Incorporation of American Superconductor Corporation, as amended (Incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-3 filed by the Registrant on September 13, 2013 (File No. 333-191153)).</u></a>
4.2	<a href="#"><u>Certificate of Amendment of Restated Certificate of Incorporation of the Registrant, dated March 24, 2015 (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant on March 24, 2015 (File No. 000-19672)).</u></a>
4.3	<a href="#"><u>Amended and Restated By-Laws of American Superconductor Corporation (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant on February 1, 2021 (File No. 000-19672)).</u></a>
5.1*	<a href="#"><u>Opinion of Latham &amp; Watkins LLP.</u></a>
23.1*	<a href="#"><u>Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</u></a>
23.2*	<a href="#"><u>Consent of RSM US LLP.</u></a>
23.3*	<a href="#"><u>Consent of Kreischer Miller.</u></a>
24.1*	<a href="#"><u>Power of attorney (included on the signature pages of this registration statement).</u></a>
99.1	<a href="#"><u>Amended and Restated 2007 Director Stock Plan, as Amended (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by the Registrant on August 5, 2024 (File No. 000-19672)).</u></a>
99.2	<a href="#"><u>2022 Stock Incentive Plan, as Amended and Restated (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant on August 5, 2024 (File No. 000-19672)).</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith.

## 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 the city of Ayer, state of Massachusetts, on August 28, 2024.

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 John W. Kosiba, Jr., and each of them singly, with full power to act without the other, 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	Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)	August 28, 2024
<u>/s/ John W. Kosiba, Jr.</u> John W. Kosiba, Jr.	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	August 28, 2024
<u>/s/ Arthur H. House</u> Arthur H. House	Lead Independent Director of the Board	August 28, 2024
<u>/s/ Laura A. Dambier</u> Laura A. Dambier	Director	August 28, 2024
<u>/s/ Margaret D. Klein</u> Margaret D. Klein	Director	August 28, 2024
<u>/s/ Barbara G. Littlefield</u> Barbara G. Littlefield	Director	August 28, 2024
<u>/s/ David R. Oliver, Jr.</u> David R. Oliver, Jr.	Director	August 28, 2024

LATHAM & WATKINS<sup>LLP</sup>

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 New York, New York 10020-1401  
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## FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
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Frankfurt	Seoul
Hamburg	Silicon Valley
Hong Kong	Singapore
Houston	Tel Aviv
London	Tokyo
Los Angeles	Washington, D.C.
Madrid	

August 28, 2024

American Superconductor Corporation  
 114 East Main Street  
 Ayer, Massachusetts 01432

Re: Registration Statement on Form S-8; 3,400,000 shares of common stock, par value \$0.01 per share, of American Superconductor Corporation

To the addressee set forth above:

We have acted as special counsel to American Superconductor Corporation, a Delaware corporation (the "Company"), in connection with the registration by the Company of 3,400,000 shares of its common stock, \$0.01 par value per share (the "Shares"), issuable under the Company's Amended and Restated 2007 Director Stock Plan, as Amended (the "Director Stock Plan"), and the 2022 Stock Incentive Plan, as Amended and Restated (the "2022 Plan"), and together with 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 August 28, 2024 (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.

**LATHAM & WATKINS** LLP

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 recipients thereof, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by and pursuant to the Plans, 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 Plans (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.

Sincerely,

/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 reports dated May 29, 2024, relating to the consolidated financial statements, and the effectiveness of internal control over financial reporting of American Superconductor Corporation, appearing in the Annual Report on Form 10-K of American Superconductor Corporation for the year ended March 31, 2024.

/s/ RSM US LLP

Boston, Massachusetts  
August 28, 2024



**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 March 26, 2024 relating to the combined balance sheets of Megatran Industries, Subsidiaries and Affiliate as of December 31, 2023 and 2022, the combined statements of operations and comprehensive income, changes in stockholders' equity, and cash flows for the years ended December 31, 2023 and 2022, and the related notes to the combined financial statements, which report appears in the Current Report on Form 8-K/A of American Superconductor Corporation dated August 6, 2024.

/s/ Kreischer Miller  
100 Witmer Road, Suite 350  
Horsham, PA 19044-2369

August 28, 2024

**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**American Semiconductor Corporation**  
(Exact Name of Registrant as Specified in its Charter)

**Table 1—Newly Registered Securities**

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Amended and Restated 2007 Director Stock Plan, as Amended	Equity	Common Stock, \$0.01 par value per share	Rule 457(c) and Rule 457(h)	150,000 (2)	\$20.375(4)	\$3,056,250	\$147.60 per \$1,000,000	\$451.10
2022 Stock Incentive Plan, as Amended and Restated	Equity	Common Stock, \$0.01 par value per share	Rule 457(c) and Rule 457(h)	3,250,000 (3)	\$20.375(4)	\$66,218,750	\$147.60 per \$1,000,000	\$9,773.89
		Total Offering Amounts				\$69,275,000		\$10,224.99
		Total Fee Offsets (5)						\$0
		Net Fee Due						\$10,224.99

- (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 150,000 shares of Common Stock, par value \$0.01 per share (the “Common Stock”), of American Semiconductor Corporation (the “Registrant”) issuable under the Registrant’s Amended and Restated 2007 Director Stock Plan, as Amended.
- (3) Consists of an additional 3,250,000 shares of Common Stock of the Registrant issuable under the Registrant’s 2022 Stock Incentive Plan, as Amended and Restated.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of 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 August 22, 2024.
- (5) The Registrant does not have any fee offsets.