
**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 23, 2015**

American Superconductor Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-19672
(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))
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Item 2.02. Results of Operations and Financial Condition.

On April 23, 2015, American Superconductor Corporation (the "Company") announced preliminary financial results for the fourth quarter and full fiscal year ended March 31, 2015. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 2.02 of this Current Report on Form 8-K (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 8.01. Other Events.

As previously disclosed in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 24, 2015, at approximately 4:30 p.m. on March 24, 2015 (the "Effective Time"), the Company filed a Certificate of Amendment to the Company's Restated Certificate (the "Amendment") to effect a reverse stock split of the Company's common stock at a ratio of 1-for-10 (the "Reverse Stock Split") with the Secretary of State of the State of Delaware. The Amendment also decreased the number of authorized shares of the Company's common stock from 150,000,000 shares to 75,000,000 shares, but did not change the par value of the Company's common stock. The Reverse Stock Split became effective at the Effective Time, at which time every ten (10) shares of the Company's issued common stock automatically combined into one issued share of the Company's common stock.

The Company is updating the description of its capital stock that was contained in the registration statement on Form 8-A (File No. 000-19672) filed with the Securities and Exchange Commission on November 5, 1991, the Current Report on Form 8-K (File No. 000-19672) filed with the Securities and Exchange Commission on November 8, 2010, and the Current Report on Form 8-K (File No. 000-19672) filed with the Securities and Exchange Commission on April 13, 2012. To the extent the following description is inconsistent with prior filings, it modifies and supersedes those filings.

DESCRIPTION OF CAPITAL STOCK

The following description of our capital stock is intended as a summary only. This description is based upon, and is qualified by reference to, our certificate of incorporation, our by-laws and applicable provisions of Delaware corporation law.

Our authorized capital stock consists of 75,000,000 shares of common stock, \$.01 par value per share.

Common Stock

Annual Meeting. Annual meetings of our stockholders are held on the date designated in accordance with our by-laws. Written notice must be mailed to each stockholder entitled to vote not less than ten nor more than 60 days before the date of the meeting. The presence in person or by proxy of the holders of a majority of our issued and outstanding shares entitled to vote at such meeting constitutes a quorum for the transaction of business at meetings of the stockholders. Except as may be otherwise provided by applicable law, our restated certificate of incorporation or our by-laws, all elections shall be decided by a plurality of the votes cast by stockholders entitled to vote in the election. All other matters shall be decided by a majority of the votes cast by stockholders entitled to vote thereon at a duly held meeting of stockholders at which a quorum is present.

Voting Rights. Each holder of common stock is entitled to one vote for each share of stock held on all matters to be voted upon by stockholders.

Dividends. The holders of common stock are entitled to receive dividends when and if declared by the board of directors out of legally available funds, subject to any preferential dividend rights of holders of any preferred stock then outstanding.

Liquidation and Dissolution. If we are liquidated or dissolved, the holders of the common stock will be entitled to share in our assets available for distribution to stockholders in proportion to the amount of common stock they own. The amount available for common stockholders is calculated after payment of creditors and of any preferential liquidation rights of any preferred stock then outstanding.

Other Rights. The holders of our common stock have no right to:

- convert the stock into any other security;
- have the stock redeemed;
- purchase additional stock; or
- maintain their proportionate ownership interest.

The common stock does not have cumulative voting rights. Holders of shares of our common stock are not required to make additional capital contributions.

Transfer Agent and Registrar. American Stock Transfer & Trust Company is the transfer agent and registrar for the common stock.

Provisions of Our By-laws and Delaware Law That May Have Anti-Takeover Effects

Special Meeting of Stockholders. Our by-laws provide that special meetings of the stockholders may be called for any purpose by our board of directors, the chairman of the board or directors or the president, but such special meetings may not be called by any other person or persons.

Advance Notice Procedures. Our by-laws contain advance notice procedures for stockholders to make nominations of candidates for election as directors or to bring other business before the annual meeting of stockholders. Our by-laws provide that a stockholder must notify us in writing of any stockholder nomination of a director or any business to be brought before an annual meeting by a stockholder not earlier than the 90th day and not later than the 120th day prior to the first anniversary of the preceding year's annual meeting; provided, that if the date of the annual meeting is advanced by more than 20 days, or delayed by more than 60 days, from such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the 120th day prior to the date of such annual meeting and not later than the later of (x) the 90th day prior to the date of such meeting and (y) the 10th day following the day on which notice of such special meeting was mailed or the day on which public disclosure of the date of such annual meeting, whichever occurs first.

Delaware Business Combination Statute. We are subject to Section 203 of the General Corporation Law of the State of Delaware. Section 203 restricts some types of transactions and business combinations between a corporation and a 15% stockholder. A 15% stockholder is generally considered by Section 203 to be a person owning 15% or more of the corporation's outstanding voting stock. Section 203 refers to a 15% stockholder as an "interested stockholder." Section 203 restricts these transactions for a period of three years from the date the stockholder acquires 15% or more of our outstanding voting stock. With some exceptions, unless the transaction is approved by the board of directors and the holders of at least two-thirds of the outstanding voting stock of the corporation, Section 203 prohibits significant business transactions such as:

- a merger with, disposition of significant assets to or receipt of disproportionate financial benefits by the interested stockholder, and
- any other transaction that would increase the interested stockholder's proportionate ownership of any class or series of our capital stock.

The shares held by the interested stockholder are not counted as outstanding when calculating the two-thirds of the outstanding voting stock needed for approval.

The prohibition against these transactions does not apply if:

- prior to the time that any stockholder became an interested stockholder, the board of directors approved either the business combination or the transaction in which such stockholder acquired 15% or more of our outstanding voting stock, or
- the interested stockholder owns at least 85% of our outstanding voting stock as a result of a transaction in which such stockholder acquired 15% or more of our outstanding voting stock. Shares held by persons who are both directors and officers or by some types of employee stock plans are not counted as outstanding when making this calculation.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Restated Certificate of Incorporation, as amended (1)
3.2	Certificate of Amendment of Restated Certificate of Incorporation of American Superconductor Corporation, dated March 24, 2015 (2)
3.3	Amended and Restated By-laws, as amended (3)
99.1	Press release issued by American Superconductor Corporation on April 23, 2015 (furnished, not “filed,” for purposes of Section 18 of the Exchange Act).

- (1) Incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-3 filed with the Securities and Commission on September 13, 2013 (File No. 333-191153) and Exhibit 3.1 to Current Report on Form 8-K filed with the Securities and Commission on March 24, 2015
- (2) Incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed with the Securities and Commission on March 24, 2015
- (3) Incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-3 filed with the Securities and Commission on September 13, 2013 (File No. 333-191153)

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 23, 2015

By: /s/ Daniel P. McGahn

Daniel P. McGahn

President and Chief Executive Officer

EXHIBIT INDEX

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3.3	Amended and Restated By-laws, as amended (3)
99.1	Press release issued by American Superconductor Corporation on April 23, 2015 (furnished, not “filed,” for purposes of Section 18 of the Exchange Act).
(1)	Incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-3 filed with the Securities and Commission on September 13, 2013 (File No. 333-191153)
(2)	Incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed with the Securities and Commission on March 24, 2015
(3)	Incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-3 filed with the Securities and Commission on September 13, 2013 (File No. 333-191153)



AMSC Provides Preliminary Financial Results

Devens, MA – April 23, 2015 – AMSC (NASDAQ: AMSC), a global solutions provider serving wind and power grid industry leaders, today provided preliminary financial results for the fourth quarter and full fiscal year 2014, ended March 31, 2015.

For the fourth quarter of fiscal year 2014, AMSC expects its revenues will be in the range of \$24-\$25 million, the upper end of its previously guided range. For the full fiscal year 2014, AMSC expects its revenues to be in the range of \$69 to \$70 million. In addition, the Company expects to end the fiscal year with approximately \$24.5 million of cash, cash equivalents, and restricted cash, which reflects payment made to Ghodawat Energy Pvt Ltd during the fourth quarter of fiscal 2014 in final settlement of their arbitration claim.

During the first half of fiscal 2015, the Company expects to announce:

- A large wind order;
- A new city conducting a deployment study of the Resilient Electric Grid Solution; and
- Announce orders for its D-VAR[®] system.

In the longer term, the Company expects:

- To receive additional business from the U.S. Navy; and
- Have an decision on the second phase of its Resilient Electric Grid project in Chicago.

“In fiscal year 2014, we put pieces of the business into place to drive sustainable future growth. We believe that through the achievement of items noted, the business will be well positioned on the path towards sustainable positive cash flows,” said Daniel P. McGahn, President and CEO, AMSC.

The preliminary, unaudited information provided above is based on the Company’s current estimate of results from operations for the fourth quarter and full fiscal year 2014, and its cash, cash equivalents, and restricted cash as of March 31, 2015, and remains subject to change based on the Company’s closing procedures, including our execution of our internal controls over financial reporting, and the subsequent occurrence or identification of events prior to the formal issuance of the annual financial statements. The Company expects to report its final fiscal year 2014 financial results in June 2015.

About AMSC (NASDAQ: AMSC)

AMSC generates the ideas, technologies and solutions that meet the world’s demand for smarter, cleaner ... better energy. Through its Windtec Solutions, AMSC enables manufacturers to launch best-in-class wind turbines quickly, effectively and profitably. Through its Gridtec Solutions, AMSC provides the engineering planning services and advanced grid systems that optimize network reliability, efficiency and performance. The company’s solutions are now powering gigawatts of renewable energy globally and enhancing the performance and reliability of power networks in more than a dozen countries. Founded in 1987, AMSC is headquartered near Boston, Massachusetts with operations in Asia, Australia, Europe and North America. For more information, please visit www.amsc.com.

press release

AMSC Contact:

Kerry Farrell

Phone: 978-842-3247

Email: kerry.farrell @ amsc.com

AMSC, Windtec, Gridtec, and Smarter, Cleaner ... Better Energy, are trademarks or registered trademarks of American Superconductor Corporation. All other brand names, product names, trademarks or service marks belong to their respective holders.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Any statements in this release about expectations regarding expectations regarding our fourth quarter and fiscal year 2014 financial results; our cash, cash equivalents and restricted cash as of March 31, 2015; expected wind orders, anticipated deployment and deployment studies for our Resilient Electric Grid solution, expectations regarding a decision on the second phase of our Resilient Electric Grid project with Chicago, anticipated orders for our D-VAR® system, expectations for additional business from the U.S. Navy, our plan for achieving sustainable positive cash flows and future growth and other statements containing the words "believes," "anticipates," "plans," "expects," "will" and similar expressions, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements represent management's current expectations and are inherently uncertain. There are a number of important factors that could materially impact the value of our common stock or cause actual results to differ materially from those indicated by such forward-looking statements. Such factors include: The fact that the preliminary statement of our financial results and cash, cash equivalents and short-term investments contained in this press release is subject to change pending the finalization of our quarterly closing procedures and the subsequent occurrence or identification of events prior to the formal issuance of our quarterly financial statements; We have a history of operating losses, which may continue in the future. Our operating results may fluctuate significantly from quarter to quarter and may fall below expectations in any particular fiscal quarter; we have a history of negative operating cash flows, and we may require additional financing in the future, which may not be available to us; Our Term Loans include certain covenants and other events of default. Should we not comply with these covenants or incur an event of default, we may be required to repay our obligation in cash, which could have an adverse effect on our liquidity; We may be required to issue performance bonds or provide letters of credit, which restricts our ability to access any cash used as collateral for the bonds or letters of credit; Changes in exchange rates could adversely affect our results from operations; If we fail to maintain proper and effective internal controls over financial reporting, our ability to produce accurate and timely financial statements could be impaired and may lead investors and other users to lose confidence in our financial data; Our success in addressing the wind energy market is dependent on the manufacturers that license our designs; Our success is dependent upon attracting and retaining qualified personnel and our inability to do so could significantly damage our business and prospects; We may not realize all of the sales expected from our backlog of orders and contracts; Our financial condition may have an adverse effect on our customer and supplier relationships; Failure to successfully execute the consolidation of our Grid manufacturing operations or achieve expected savings could adversely impact our financial performance; Our business and operations would be adversely impacted in the event of a failure or security breach of our information technology infrastructure; We may not be able to launch operations at our newly leased manufacturing facility in Romania, and, if we are able to do so, we may have manufacturing quality issues, which would negatively affect our revenues and financial position; We rely upon third-party suppliers for the components and subassemblies of many of our Wind and Grid products, making us vulnerable to supply shortages and price fluctuations, which could harm our business; Many of our revenue opportunities are dependent upon subcontractors and other business collaborators; If we fail to implement our business strategy successfully, our financial performance could be harmed; Problems with product quality or product performance may cause us to incur warranty expenses and may damage our market reputation and prevent us from achieving increased sales and market share; New regulations related to conflict-free minerals may force us to incur significant additional expenses; Our contracts with the U.S. government are subject to audit, modification or termination by the U.S. government and include certain other provisions in favor of the government. The continued funding of such contracts remains subject to annual congressional appropriation which, if not approved, could reduce our revenue and lower or eliminate our profit; Many of our customers outside of the United States are, either directly or indirectly, related to governmental entities, and we could be adversely affected by violations of the United States Foreign Corrupt Practices Act and similar worldwide anti-bribery laws outside the United States; We have limited experience in marketing and selling our superconductor products and system-level solutions, and our failure to effectively market and sell our products and solutions could lower our revenue and cash flow; We may acquire additional complementary businesses or technologies, which may require us to incur substantial costs for which we may never realize the anticipated benefits; Our success depends upon the commercial use of high temperature superconductor (HTS) products, which is currently limited, and a widespread commercial market for our products may not develop; Growth of the wind energy market

depends largely on the availability and size of government subsidies and economic incentives; We have operations in and depend on sales in emerging markets, including China and India, and global conditions could negatively affect our operating results or limit our ability to expand our operations outside of these countries. Changes in China's or India's political, social, regulatory and economic environment may affect our financial performance; Our products face intense competition, which could limit our ability to acquire or retain customers; Our international operations are subject to risks that we do not face in the United States, which could have an adverse effect on our operating results; Adverse changes in domestic and global economic conditions could adversely affect our operating results; We may be unable to adequately prevent disclosure of trade secrets and other proprietary information; Our patents may not provide meaningful protection for our technology, which could result in us losing some or all of our market position; There are a number of technological challenges that must be successfully addressed before our superconductor products can gain widespread commercial acceptance, and our inability to address such technological challenges could adversely affect our ability to acquire customers for our products; We have not manufactured our Amperium wire in commercial quantities, and a failure to manufacture our Amperium wire in commercial quantities at acceptable cost and quality levels would substantially limit our future revenue and profit potential; Third parties have or may acquire patents that cover the materials, processes and technologies we use or may use in the future to manufacture our Amperium products, and our success depends on our ability to license such patents or other proprietary rights; Our technology and products could infringe intellectual property rights of others, which may require costly litigation and, if we are not successful, could cause us to pay substantial damages and disrupt our business; We have filed a demand for arbitration and other lawsuits against our former largest customer, Sinovel, regarding amounts we contend are overdue. We cannot be certain as to the outcome of these proceedings; We have been named as a party in various legal proceedings, and we may be named in additional litigation, all of which will require significant management time and attention, result in significant legal expenses and may result in an unfavorable outcome, which could have a material adverse effect on our business, operating results and financial condition; Our common stock has experienced, and may continue to experience, significant market price and volume fluctuations, which may prevent our stockholders from selling our common stock at a profit and could lead to costly litigation against us that could divert our management's attention.

These and the important factors discussed under the caption "Risk Factors" in Part 1. Item 1A of our Form 10-K for the fiscal year ended March 31, 2014, and our other reports filed with the SEC, among others, could cause actual results to differ materially from those indicated by forward-looking statements made herein and presented elsewhere by management from time to time. Any such forward-looking statements represent management's estimates as of the date of this press release. While we may elect to update such forward-looking statements at some point in the future, we disclaim any obligation to do so, even if subsequent events cause our views to change. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this press release.