

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): August 16, 2011

**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))

**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On August 16, 2011, American Superconductor Corporation (the “Company”) received notice from the NASDAQ Stock Market (“NASDAQ”) stating that the Company is not in compliance with Listing Rule 5250(c)(1) for continued listing (i) due to the Company’s inability to file with the Securities and Exchange Commission (the “Commission”) the Company’s Form 10-Q for the period ended June 30, 2011, and (ii) because the Company remains delinquent in filing the Company’s Form 10-K for the period ended March 31, 2011 (the “Initial Delinquent Filing”). The notification was issued in accordance with standard NASDAQ procedures and has no immediate effect on the listing or trading of the Company’s common stock on the NASDAQ Global Select Market.

Pursuant to NASDAQ’s letter dated June 17, 2011, which was disclosed in the Company’s Current Report on Form 8-K filed with the Commission on June 21, 2011, the Company had until August 16, 2011 to submit a plan to regain compliance with respect to the Initial Delinquent Filing. The NASDAQ letter dated August 16, 2011 indicated that the Company has until August 30, 2011 to submit an updated plan explaining how it expects to regain compliance. On August 16, 2011, the Company submitted its plan to regain compliance. This plan is currently under review by NASDAQ’s staff. If NASDAQ approves the Company’s plan, it can grant an exception of up to 180 calendar days from the due date of the Form 10-K (or until December 14, 2011) to regain compliance.

**Item 7.01. Regulation FD Disclosure.**

The Company issued a press release on August 18, 2011 disclosing its receipt of the NASDAQ letter dated August 16, 2011. A copy of the press release is attached as Exhibit 99.1.

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

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated August 18, 2011.

**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: August 18, 2011

By: /s/ David A. Henry

David A. Henry

*Senior Vice President and Chief Financial Officer*



## Press Release

**AMERICAN SUPERCONDUCTOR RECEIVES  
NASDAQ NOTIFICATION LETTER**

*Company Submits Plan to Regain NASDAQ Compliance*

**DEVENS, Mass., August 18, 2011** — American Superconductor Corporation (NASDAQ: AMSC), a global power technologies company, today announced it received a letter from the Listing Qualifications Department of the NASDAQ Stock Market (“NASDAQ”) advising the company that it is not in compliance with NASDAQ Listing Rule 5250(c)(1) due to its inability to file on a timely basis its Quarterly Report on Form 10-Q for the period ended June 30, 2011. This notification was issued in accordance with standard NASDAQ procedures, and in connection with its previous notification dated June 17, 2011 regarding the company’s inability to file on a timely basis its Annual Report on Form 10-K for fiscal year ended March 31, 2011. NASDAQ’s notification has no immediate effect on the listing of the company’s common stock.

As previously disclosed, additional time is required to complete the preparation and audit of the company’s financial statements, including its restated financial statements for the fiscal quarters ended September 30, 2010 and December 31, 2010 and the fiscal year ended March 31, 2011. In response to the previous letter received from NASDAQ on June 17, 2011 referenced in the company’s press release dated June 21, 2011, AMSC sent a detailed letter to NASDAQ on August 16, 2011 outlining its plan to regain compliance and requesting an extension of time to file the required periodic reports. According to its Listing Rules, NASDAQ has the discretion to grant the company an extension of up to 180 calendar days from the due date of the Annual Report on Form 10-K for fiscal year ended March 31, 2011, or December 14, 2011.

**About American Superconductor (NASDAQ: AMSC)**

AMSC offers an array of proprietary technologies and solutions spanning the electric power infrastructure — from generation to delivery to end use. The company is a leader in renewable energy, providing proven, megawatt-scale wind turbine designs and electrical control systems. The company also offers a host of Smart Grid technologies for power grid operators that enhance the reliability, efficiency and capacity of the grid, and seamlessly integrate renewable energy sources into the power infrastructure. These include superconductor power cable systems, grid-level surge protectors and power electronics-based voltage stabilization systems. AMSC’s technologies are protected by a broad and deep intellectual property portfolio consisting of hundreds of patents and licenses worldwide. More information is available at [www.amsc.com](http://www.amsc.com).

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*American Superconductor and design, Revolutionizing the Way the World Uses Electricity, AMSC, Powered by AMSC, Amperium, D-VAR, dSVC, FaultBlocker, PowerModule, PowerPipelines, PQ-IVR, PQ-SVC, SeaTitan, SolarTie, SuperGEAR and Windtec and design are trademarks or registered trademarks of American Superconductor Corporation or its subsidiaries. All other brand names, product names or trademarks belong to their respective holders.*

*Any statements in this release about future expectations, plans and prospects for the company, including without limitation our expectations regarding the preparation and audit of the company’s financial statements, the timetable for compliance with the NASDAQ listing rules 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.*

*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: we may be subject to additional unanticipated accounting, audit and internal control issues; we have a history of operating losses, and we may incur losses in the future; our operating results may fluctuate significantly from quarter to quarter and may fall below expectations in any particular fiscal quarter, including any expectations resulting from financial guidance issued by us; a significant portion of our revenues have been derived from a single customer, Sinovel, and any failure by this customer (or other customers) to honor contractual obligations to accept products or to pay for products may have a material adverse impact on our financial condition or results from operations; adverse changes in domestic and global economic conditions could adversely affect our business; changes in exchange rates could adversely affect our financial results; we may not realize all of the sales expected from our backlog of orders and contracts; we rely upon third party suppliers for the components and subassemblies of many of our products, making us vulnerable to supply shortages and price fluctuations; we may require significant additional funding and may be unable to raise capital when needed, which could force us to delay, reduce, or eliminate planned activities, including the planned acquisition of The Switch; failure to complete the planned acquisition of The Switch could harm our operating results and could cause our stock price to decline; completion of the planned acquisition of The Switch could present certain risks to our business; we may acquire additional complementary businesses or technologies that may require us to incur substantial costs for which we may never realize the anticipated benefits; we have been named as a party to purported stockholder class actions and a shareholder derivative complaints, and we may be named in additional litigation, all of which will require significant management time and attention and 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 additional costly litigation against us that could further divert our management's attention; if we fail to implement our business strategy, our financial performance could be harmed and our growth could slow or stop; 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; we depend on sales to China, and global conditions could negatively affect our operating results or limit our ability to expand our operations outside of China; changes in China's political, social, regulatory and economic environment may affect our financial performance; 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; our success in addressing the wind energy market is dependent on the manufacturers that license our designs; 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; and our patents may not provide meaningful protection for our technology, which could result in us losing some or all of our market position. Reference is made to many of these factors and others in the "Risk Factors" section of the company's most recent quarterly or annual report filed with the Securities and Exchange Commission. In addition, any forward-looking statements included in this release represent the company's expectations as of the date of this release. While the company anticipates that subsequent events and developments may cause the company's views to change, the company specifically disclaims any obligation to update these forward-looking statements. These forward-looking statements should not be relied upon as representing the company's views as of any date subsequent to the date of this release.*

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