

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AMERICAN SUPERCONDUCTOR CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE 04-2959321
(State of other jurisdiction of incorporation or organization) (I.R.S. employer identification No.)

TWO TECHNOLOGY DRIVE
WESTBOROUGH, MASSACHUSETTS 01581
(508) 836-4200
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

GREGORY J. YUREK
CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
AMERICAN SUPERCONDUCTOR CORPORATION
Two Technology Drive
Westborough, Massachusetts 01581
(508) 836-4200
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy of Communications to:

PATRICK J. RONDEAU, ESQ.
HALE AND DORR LLP
60 State Street
Boston, Massachusetts 02109
(617) 526-6000

WINTHROP B. CONRAD, JR., ESQ.
DAVIS POLK & WARDWELL
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-95261

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$.01 par value.....	575,000 shares	\$60.75	\$34,931,250	\$9,222

(1) Includes 75,000 shares which the underwriters have the option to purchase

- solely to cover over-allotments, if any.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Registration Statement is being filed with respect to the registration of additional shares of common stock, par value \$.01 per share, of American Superconductor Corporation, a Delaware corporation, for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement (File No. 333-95261) are incorporated in this Registration Statement by reference.

The required opinions and consents are listed on the Exhibit Index attached to and filed with this Registration Statement.

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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, hereunto duly authorized, in the City of Westborough, Commonwealth of Massachusetts, on the 29th day of February, 2000.

AMERICAN SUPERCONDUCTOR CORPORATION

By:

/s/ Gregory J. Yurek

Gregory J. Yurek
Chairman of the Board,
President and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated as of the 29th day of February, 2000.

Signature -----	Title -----
<u> /s/ Gregory J. Yurek</u> Gregory J. Yurek	Chairman of the Board, President and Chief Executive Officer (principal executive officer)
<u> /s/ Stanley D. Piekos</u> Stanley D. Piekos	Vice President, Corporate Development, Chief Financial Officer, Treasurer and Secretary (principal financial officer)
<u> /s/ Thomas M. Rosa</u> Thomas M. Rosa	Chief Accounting Officer, Corporate Controller and Assistant Secretary (principal accounting officer)
<u> *</u> Albert J. Baciocco, Jr.	Director
<u> *</u> Frank Borman	Director
<u> *</u> Peter O. Crisp	Director
<u> *</u> Richard Drouin	Director
<u> *</u> Gerard Menjon	Director
<u> *</u> Andrew G.C. Sage, II	Director
<u> *</u> John B. Vander Sande	Director

*By: /s/ Stanley D. Piekos

Stanley D. Piekos Attorney-in-Fact

EXHIBIT INDEX

- 5.1 -- Opinion of Hale and Dorr LLP
- 23.1 -- Consent of PricewaterhouseCoopers LLP
- 23.2 -- Consent of Smith & Gesteland, LLP
- 23.3 -- Consent of Hale and Dorr LLP (included in Exhibit 5.1)
- *24.1 -- Power of Attorney (included on the signature page of the Registrant's Registration Statement on Form S-3 (Registration No. 333-95261))

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* Filed with the Securities and Exchange Commission on January 24, 2000.

HALE AND DORR LLP
COUNSELLORS AT LAW

www.haledorr.com
60 State Street * Boston, Massachusetts 02109
617-526-6000 FAX 617-526-5000

February 29, 2000

American Superconductor Corporation
Two Technology Drive
Westborough, Massachusetts 01581

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-3 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 575,000 shares of Common Stock, \$.01 par value per share (the "Shares"), of American Superconductor Corporation, a Delaware corporation (the "Company"), of which 75,000 Shares are issuable upon exercise of an over-allotment option granted by the Company.

The Shares are to be sold by the Company pursuant to an underwriting agreement (the "Underwriting Agreement") by and among the Company and Banc of America Securities LLC, CIBC World Markets Corp. and FleetBoston Robertson Stephens Inc., as representatives of the several underwriters named in the Underwriting Agreement, the form of which has been filed as Exhibit 1.1 to the Registration Statement on Form S-3 (File No. 333-95261) filed with the Commission on January 24, 2000.

We are acting as counsel for the Company in connection with the issue and sale by the Company of the Shares. We have examined signed copies of the Registration Statement as filed with the Commission. We have also examined and relied upon the Underwriting Agreement, minutes of meetings of the stockholders and the Board of Directors of the Company as provided to us by the Company, stock record books of the Company as provided to us by the Company, the Restated Certificate of Incorporation and the By-Laws of the Company, each as restated and/or amended to date, and such other documents as we have deemed necessary for purposes of rendering the opinions hereinafter set forth.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Underwriting Agreement, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America. To the extent that any other laws govern the matters as to which we are opinion herein, we have assumed that such laws are identical to the laws of the Commonwealth of Massachusetts, and we are expressing no opinion herein as to whether such assumption is reasonable or correct.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Underwriting Agreement, the Shares will be validly issued, fully paid and nonassessable.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein and in the related Prospectus under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Hale and Dorr LLP

HALE AND DORR LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated May 11, 1999 relating to the consolidated financial statements of American Superconductor Corporation as of March 31, 1999 and 1998, and for the years ended March 31, 1999, 1998 and 1997, which is included in Amendment No. 2 to the Registration Statement on Form S-3 (File No. 333-95261), filed with the Securities and Exchange Commission.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP

Boston, Massachusetts
February 29, 2000

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement on Form S-3 of American Superconductor Corporation of our report dated February 7, 1997, on our audit of the financial statements of Superconductivity, Inc., as of December 31, 1996, and for the year then ended, which report is included in the Company's Annual Report on Form 10-K for the year ended March 31, 1999, included in Amendment No. 2 to the Registration Statement on Form S-3 (File No. 333-95261) filed by American Superconductor Corporation with the Securities and Exchange Commission.

/s/ Smith & Gesteland, LLP
SMITH & GESTELAND, LLP

Madison, Wisconsin
February 29, 2000