

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 15, 2013

**American Superconductor Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**000-19672**

(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 4.01. Changes in Registrant’s Certifying Accountant**

(a) On August 15, 2013 the Audit Committee of American Superconductor Corporation (the “Company”) dismissed PricewaterhouseCoopers LLP (“PwC”) as the Company’s independent registered public accounting firm effective immediately.

The reports of PwC on the financial statements of the Company for the fiscal years ended March 31, 2013 and March 31, 2012 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles, except that the report of PwC on the Company’s audited financial statements contained in its Annual Report on Form 10-K for the fiscal year ended March 31, 2013 includes an explanatory paragraph regarding the Company’s ability to continue as a going concern.

During the fiscal years ended March 31, 2013 and March 31, 2012, and the subsequent interim period through August 15, 2013, there were no (a) “disagreements” as that term is defined in Item 304(a)(1)(iv) of Regulation S-K, between the Company and PwC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements that, if not resolved to PwC’s satisfaction, would have caused PwC to make reference to the subject matter of the disagreement in their reports on the financial statements for such years; or (b) “reportable events” as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

The Company provided PwC with a copy of the disclosures it is making in this Current Report on Form 8-K and requested from PwC a letter addressed to the Securities and Exchange Commission indicating whether it agrees with the statements made herein. A copy of PwC’s letter dated August 21, 2013 is attached as Exhibit 16.1.

(b) Contemporaneous with the determination to dismiss PwC, the Audit Committee of the Company engaged McGladrey LLP (“McGladrey”) as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2014, also to be effective immediately.

During the fiscal years ended March 31, 2013 and March 31, 2012, and the subsequent interim period through August 15, 2013, neither the Company nor anyone acting on its behalf has consulted with McGladrey regarding (i) the application of accounting principles to a specific completed or contemplated transaction, or the type of audit opinion that might be rendered on the Company’s financial statements, and neither a written report nor oral advice was provided to the Company that McGladrey concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a “disagreement” or “reportable event” as those terms are defined in Item 304(a)(1) of Regulation S-K.

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

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
16.1	Letter from PricewaterhouseCoopers LLP to the Securities and Exchange Commission dated August 21, 2013.

**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 21, 2013

By: /s/ David A. Henry

David A. Henry

Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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August 21, 2013

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

Commissioners:

We have read the statements made by American Superconductor Corporation (copy attached), which we understand will be filed with the Securities and Exchange Commission, pursuant to Item 4.01 of Form 8-K, as part of the Form 8-K of American Superconductor Corporation dated August 15, 2013. We agree with the statements concerning our Firm in such Form 8-K.

Very truly yours,

/s/ PricewaterhouseCoopers LLP