
**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 5, 2014

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 August 5, 2014, American Superconductor Corporation (the “Company”) announced its financial results for the first quarter ended June 30, 2014 of the Company’s fiscal year 2014. 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 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by American Superconductor Corporation on August 5, 2014 (furnished, not “filed,” for purposes of Section 18 of the Exchange Act).

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 5, 2014

By: /s/ David A. Henry

David A. Henry

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit
No.

Description

99.1 Press release issued by American Superconductor Corporation on August 5, 2014 (furnished, not “filed,” for purposes of Section 18 of the Exchange Act).



AMSC Reports First Quarter
Fiscal 2014 Financial Results and Provides Business Outlook
Company to host conference call today at 10:00 am ET

Devens, MA – August 5, 2014 – AMSC (NASDAQ: AMSC), a global solutions provider serving wind and power grid industry leaders, today reported financial results for its first quarter of fiscal 2014 ended June 30, 2014.

Revenues for the first quarter of fiscal 2014 were \$11.7 million, compared with \$23.1 million for the same period of fiscal 2013. The year over year decrease in revenues was due primarily to lower D-VAR revenues in the Company's Grid segment and lower revenues in the Company's Wind segment due to lower revenue from customers in China.

AMSC's net loss for the first quarter of fiscal 2014 increased to \$13.5 million, or \$0.17 per share, from \$10.5 million, or \$0.18 per share, for the same period of fiscal 2013.

The Company's non-GAAP net loss for the first quarter of fiscal 2014 was \$11.9 million, or \$0.15 per share, compared with a non-GAAP net loss of \$8.1 million, or \$0.14 per share, in the same period of fiscal 2013. Please refer to the financial table below for a reconciliation of GAAP to non-GAAP results.

Cash, cash equivalents, and restricted cash at June 30, 2014 totaled \$42.8 million, compared with \$49.4 million at March 31, 2014. During the first quarter of fiscal 2014, the Company received net proceeds under its At-Market Sales Facility (ATM), after deducting sales commissions, of \$1.2 million from the issuance of approximately 800,000 shares of common stock at an average sales price of \$1.63 per share.

"We are focused on building the foundation required for growth in 2015 and beyond. At the same time, we have maintained the fiscal discipline to control our expenses," said Daniel P. McGahn, President and CEO, AMSC. "In June, we announced a major order from Inox Wind for turbine electrical control systems (ECS). In July, we announced a contract with the Department of Homeland Security to deploy AMSC's Resilient Electric Grid System into an urban electric grid in the United States. ComEd, Chicago's electric utility, agreed to be a lead utility in this program. We believe that these developments position us for growth in 2015 and beyond."

Business Outlook

For the second quarter ending September 30, 2014, AMSC expects that its revenues will be flat to slightly higher sequentially. The Company's net loss for the second quarter of fiscal 2014 is expected to be less than \$15.5 million, or \$0.19 per share. A less favorable product mix is expected to result in a sequentially higher net loss. AMSC expects that its non-GAAP net loss (as defined below) for the second quarter of fiscal 2014 will be less than \$13.0 million, or \$0.16 per share. For the full fiscal year 2014, the Company continues to expect revenues to be down slightly compared to fiscal 2013.

press release

Conference Call Reminder

In conjunction with this announcement, AMSC management will participate in a conference call with investors beginning at 10:00 a.m. Eastern Time today to discuss the Company's results and its business outlook. Those who wish to listen to the live or archived conference call webcast should visit the "Investors" section of the Company's website at <http://www.amsc.com/investors>. The live call also can be accessed by dialing 785-830-7980 and using conference ID 1872553.

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 provides wind turbine electronic controls and systems, designs and engineering services that reduce the cost of wind energy. 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 are 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.

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 our expectations regarding our future financial results and growth in 2015 and beyond, our belief regarding the deployment of AMSC's Resilient Electric GridS System 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: 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.

UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Three months ended June 30,	
	2014	2013
Revenues		
Wind	\$ 7,650	\$ 14,701
Grid	4,046	8,385
Total Revenues	11,696	23,086
Cost of revenues	12,087	17,987
Gross (loss) profit	(391)	5,099
Operating expenses:		
Research and development	3,120	3,027
Selling, general and administrative	7,938	10,827
Restructuring and impairments	1,179	13
Amortization of acquisition related intangibles	39	82
Total operating expenses	12,276	13,949
Operating loss	(12,667)	(8,850)
Change in fair value of derivatives and warrants	(35)	469
Interest expense, net	(535)	(2,111)
Other (expense) income, net	(152)	69
Loss before income tax expense	(13,389)	(10,423)
Income tax expense	128	90
Net loss	<u>\$ (13,517)</u>	<u>\$ (10,513)</u>
Net loss per common share		
Basic	<u>\$ (0.17)</u>	<u>\$ (0.18)</u>
Diluted	<u>\$ (0.17)</u>	<u>\$ (0.18)</u>
Weighted average number of common shares outstanding		
Basic	<u>77,688</u>	<u>58,300</u>
Diluted	<u>77,688</u>	<u>58,300</u>

UNAUDITED CONSOLIDATED BALANCE SHEETS
(In thousands)

	June 30, 2014	March 31, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 36,624	\$ 43,114
Accounts receivable, net	10,290	7,556
Inventory	19,408	20,694
Prepaid expenses and other current assets	8,544	9,004
Restricted cash	6,099	2,913
Total current assets	80,965	83,281
Property, plant and equipment, net	62,516	64,574
Intangibles, net	1,851	1,995
Restricted cash	100	3,394
Deferred tax assets	7,724	7,724
Other assets	7,402	7,541
Total assets	<u>\$ 160,558</u>	<u>\$ 168,509</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$ 19,037	\$ 21,764
Note payable, current portion, net of discount of \$447 as of June 30, 2014 and \$555 as of March 31, 2014	5,906	6,240
Derivative liabilities	2,636	2,601
Deferred revenue	14,519	9,456
Deferred tax liabilities	7,759	7,761
Total current liabilities	49,857	47,822
Note Payable, net of current portion and discount of \$205 as of June 30, 2014 and \$287 as of March 31, 2014	5,461	6,380
Deferred revenue	1,755	990
Other liabilities	1,023	1,058
Total liabilities	<u>58,096</u>	<u>56,250</u>
Stockholders' equity:		
Common stock	816	789
Additional paid-in capital	970,553	966,390
Treasury stock	(739)	(370)
Accumulated other comprehensive loss	1,738	1,839
Accumulated deficit	(869,906)	(856,389)
Total stockholders' equity	<u>102,462</u>	<u>112,259</u>
Total liabilities and stockholders' equity	<u>\$ 160,558</u>	<u>\$ 168,509</u>

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Three months ended June 30,	
	2014	2013
Cash flows from operating activities:		
Net loss	\$ (13,517)	\$ (10,513)
Adjustments to reconcile net loss to net cash used in operations:		
Depreciation and amortization	2,475	2,655
Stock-based compensation expense	1,581	2,135
Non-cash portion of restructuring charges	(44)	(27)
Provision for excess and obsolete inventory	649	160
Loss on minority interest investments	202	248
Change in fair value of derivatives and warrants	35	(469)
Non-cash interest expense	190	1,672
Other non-cash items	93	686
Changes in operating asset and liability accounts:		
Accounts receivable	(2,741)	8,111
Inventory	623	2,861
Prepaid expenses and other current assets	441	(1,151)
Accounts payable and accrued expenses	(1,344)	(5,464)
Deferred revenue	5,851	(10,211)
Net cash used in operating activities	<u>(5,506)</u>	<u>(9,307)</u>
Cash flows from investing activities:		
Net cash (used in) provided by investing activities	<u>(267)</u>	<u>3,774</u>
Cash flows from financing activities:		
Net cash used in financing activities	<u>(633)</u>	<u>(1,211)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(84)</u>	<u>109</u>
Net decrease in cash and cash equivalents	(6,490)	(6,635)
Cash and cash equivalents at beginning of year	43,114	39,243
Cash and cash equivalents at end of period	<u>\$ 36,624</u>	<u>\$ 32,608</u>

RECONCILIATION OF GAAP NET INCOME (LOSS) TO NON-GAAP NET INCOME (LOSS)
(In thousands, except per share data)

	Three months ended June 30,	
	2014	2013
Net loss	\$(13,517)	\$(10,513)
Stock-based compensation	1,581	2,135
Amortization of acquisition-related intangibles	39	82
Restructuring and impairment charges	1,179	13
Sinovel litigation	—	107
Consumption of zero cost-basis inventory	(1,372)	(1,174)
Change of fair value of derivatives and warrants	35	(469)
Non-cash interest expense	190	1,672
Non-GAAP net loss	<u>\$(11,865)</u>	<u>\$ (8,147)</u>
Non-GAAP loss per share	<u>\$ (0.15)</u>	<u>\$ (0.14)</u>
Weighted average shares outstanding	<u>77,688</u>	<u>58,300</u>

RECONCILIATION OF FORECAST GAAP NET LOSS TO NON-GAAP NET LOSS
(In millions, except per share data)

	Three months ending September 30, 2014	
	\$	(15.5)
Net loss	\$	(15.5)
Stock-based compensation		2.2
Restructuring and impairment charges		1.0
Non-cash interest expense		0.2
Consumption of zero-cost inventory		(0.9)
Non-GAAP net loss	<u>\$</u>	<u>(13.0)</u>
Non-GAAP net loss per share	<u>\$</u>	<u>(0.16)</u>
Shares outstanding		<u>80.0</u>

Note: Non-GAAP net loss is defined by the Company as net loss before stock-based compensation; amortization of acquisition-related intangibles; restructuring and impairment charges; Sinovel litigation costs; consumption of zero cost-basis inventory; non-cash interest expense; change in fair value of derivatives and warrants, and other unusual charges, net of any tax effects related to these items. The Company believes non-GAAP net loss assists management and investors in comparing the Company's performance across reporting periods on a consistent basis by excluding these non-cash, non-recurring or other charges that it does not believe are indicative of its core operating performance. The Company also regards non-GAAP net loss as a useful measure of operating performance to complement operating loss, net loss and other GAAP financial performance measures. In addition, the Company uses non-GAAP net loss as a factor in evaluating management's performance when determining incentive compensation and to evaluate the effectiveness of its business strategies.

Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position or cash flow that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with GAAP. The non-GAAP measures included in this release, however, should be considered in addition to, and not as a substitute for or superior to, operating income, cash flows, or other measures of financial performance prepared in accordance with GAAP. A reconciliation of non-GAAP to GAAP net loss is set forth in the table above.

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