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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number) **Previous Names** None **Entity Type**

[0000880807](#)

Name of Issuer

AMERICAN SUPERCONDUCTOR
CORP /DE/

Jurisdiction of

Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

AMERICAN SUPERCONDUCTOR CORP /DE/

Street Address 1

Street Address 2

64 Jackson Road

City

State/Province/Country

ZIP/PostalCode

Phone Number of Issuer

Devens

MASSACHUSETTS

01434

(978) 842-3539

3. Related Persons

Last Name

First Name

Middle Name

McGahn

Daniel

Street Address 1

Street Address 2

c/o American Superconductor
Corporation

64 Jackson Road

City

State/Province/Country

ZIP/PostalCode

Devens

MASSACHUSETTS

01434

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Henry

David

Street Address 1

Street Address 2

c/o American Superconductor
Corporation

64 Jackson Rd.

City

State/Province/Country

ZIP/PostalCode

Devens

MASSACHUSETTS

01434

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|------------------------|----------------|
| Poor | Timothy | |
| Street Address 1 | Street Address 2 | |
| c/o American Superconductor Corporation | 64 Jackson Rd. | |
| City | State/Province/Country | ZIP/PostalCode |
| Devens | MASSACHUSETTS | 01434 |
| Relationship: X Executive Officer Director Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|------------------------|----------------|
| DiCecco | Susan | |
| Street Address 1 | Street Address 2 | |
| c/o American Superconductor Corporation | 64 Jackson Rd. | |
| City | State/Province/Country | ZIP/PostalCode |
| Devens | MASSACHUSETTS | 01434 |
| Relationship: X Executive Officer Director Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|------------------------|----------------|
| Budhraja | Vikram | S. |
| Street Address 1 | Street Address 2 | |
| c/o American Superconductor Corporation | 64 Jackson Rd. | |
| City | State/Province/Country | ZIP/PostalCode |
| Devens | MASSACHUSETTS | 01434 |
| Relationship: Executive Officer X Director Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|------------------------|----------------|
| Wood, Jr. | John | W. |
| Street Address 1 | Street Address 2 | |
| c/o American Superconductor Corporation | 64 Jackson Rd. | |
| City | State/Province/Country | ZIP/PostalCode |
| Devens | MASSACHUSETTS | 01434 |
| Relationship: Executive Officer X Director Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|------------------------|----------------|
| Crisp | Peter | O. |
| Street Address 1 | Street Address 2 | |
| c/o American Superconductor Corporation | 64 Jackson Rd. | |
| City | State/Province/Country | ZIP/PostalCode |
| Devens | MASSACHUSETTS | 01434 |
| Relationship: Executive Officer X Director Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|------------------------|----------------|
| Oliver | David | R. |
| Street Address 1 | Street Address 2 | |
| c/o American Superconductor Corporation | 64 Jackson Rd. | |
| City | State/Province/Country | ZIP/PostalCode |
| Devens | MASSACHUSETTS | 01434 |
| Relationship: Executive Officer X Director Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|------------------------|----------------|
| Vander Sande | John | B. |
| Street Address 1 | Street Address 2 | |
| c/o American Superconductor Corporation | 64 Jackson Rd. | |
| City | State/Province/Country | ZIP/PostalCode |
| Devens | MASSACHUSETTS | 01434 |
| Relationship: Executive Officer X Director Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|------------------------|----------------|
| Drouin | Richard | |
| Street Address 1 | Street Address 2 | |
| c/o American Superconductor Corporation | 64 Jackson Rd. | |
| City | State/Province/Country | ZIP/PostalCode |
| Devens | MASSACHUSETTS | 01434 |
| Relationship: Executive Officer X Director Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|------------------------|----------------|
| Lenehan | Pamela | F. |
| Street Address 1 | Street Address 2 | |
| c/o American Superconductor Corporation | 64 Jackson Rd. | |
| City | State/Province/Country | ZIP/PostalCode |
| Devens | MASSACHUSETTS | 01434 |
| Relationship: Executive Officer X Director Promoter | | |

Clarification of Response (if Necessary):

4. Industry Group

| | | |
|---|------------------------|---------------------|
| Agriculture | Health Care | Retailing |
| Banking & Financial Services | Biotechnology | Restaurants |
| Commercial Banking | Health Insurance | Technology |
| Insurance | Hospitals & Physicians | Computers |
| Investing | Pharmaceuticals | Telecommunications |
| Investment Banking | Other Health Care | Other Technology |
| Pooled Investment Fund | | |
| Is the issuer registered as an investment company under | Manufacturing | Travel |
| | Real Estate | Airlines & Airports |

the Investment Company Act of 1940?
 Yes No
 Other Banking & Financial Services
 Business Services
 Energy
 Coal Mining
 Electric Utilities
 Energy Conservation
 Environmental Services
 Oil & Gas
 Other Energy

Commercial
 Construction
 REITS & Finance
 Residential
 Other Real Estate

Lodging & Conventions
 Tourism & Travel Services
 Other Travel
 Other

5. Issuer Size

| Revenue Range | OR | Aggregate Net Asset Value Range |
|---|-----------|--|
| No Revenues | | No Aggregate Net Asset Value |
| \$1 - \$1,000,000 | | \$1 - \$5,000,000 |
| \$1,000,001 - \$5,000,000 | | \$5,000,001 - \$25,000,000 |
| \$5,000,001 - \$25,000,000 | | \$25,000,001 - \$50,000,000 |
| \$25,000,001 - \$100,000,000 | | \$50,000,001 - \$100,000,000 |
| Over \$100,000,000 | | Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | | Decline to Disclose |
| Not Applicable | | Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

| | |
|---|--|
| Rule 504(b)(1) (not (i), (ii) or (iii)) | Rule 505 |
| Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| Rule 504 (b)(1)(ii) | Securities Act Section 4(5) |
| Rule 504 (b)(1)(iii) | Investment Company Act Section 3(c) |
| | Section 3(c)(1) Section 3(c)(9) |
| | Section 3(c)(2) Section 3(c)(10) |
| | Section 3(c)(3) Section 3(c)(11) |
| | Section 3(c)(4) Section 3(c)(12) |
| | Section 3(c)(5) Section 3(c)(13) |
| | Section 3(c)(6) Section 3(c)(14) |
| | Section 3(c)(7) |

7. Type of Filing

New Notice Date of First Sale 2012-04-04 First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

| | |
|--|---|
| <input type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input checked="" type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |

Security to be Acquired Upon Exercise of Option, Warrant or
Other Right to Acquire Security Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

| | | |
|--|---|------|
| Recipient | Recipient CRD Number | None |
| Deutsche Bank Securities, Inc. | 2525 | |
| (Associated) Broker or Dealer <input checked="" type="checkbox"/> None | (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None | |
| None | None | |

Street Address 1

101 California Street
City
San Francisco

Street Address 2

48th Floor
State/Province/Country
CALIFORNIA

ZIP/Postal Code
94111

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States All States Foreign/non-US

| |
|-------------|
| CALIFORNIA |
| CONNECTICUT |
| NEW YORK |

13. Offering and Sales Amounts

Total Offering Amount \$56,862,627 USD or Indefinite
Total Amount Sold \$25,000,000 USD
Total Remaining to be Sold \$31,862,627 USD or Indefinite

Clarification of Response (if Necessary):

Total offering amount is comprised of \$40,000,000 of promissory notes and \$16,862,627 of Warrants. The Company issued Series A Warrants to purchase 3,094,060 shares Common Stock at an initial exercise price of \$5.45 per share (subject to adjustment)

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

| |
|---|
| 1 |
|---|

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

| | | |
|-------------------|-----------------|----------|
| Sales Commissions | \$1,250,000 USD | Estimate |
| Finders' Fees | \$0 USD | Estimate |

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer | Signature | Name of Signer | Title | Date |
|-----------------------------------|--------------------|----------------|---|------------|
| AMERICAN SUPERCONDUCTOR CORP /DE/ | /s/ David A. Henry | David A. Henry | Senior Vice President and Chief Financial Officer | 2012-04-19 |

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.