

AMERICAN SUPERCONDUCTOR CORP /DE/  
Form POS AM  
October 16, 2012

As filed with the Securities and Exchange Commission on October 16, 2012

Registration No. 333-180733

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 2**  
**TO FORM S-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**AMERICAN SUPERCONDUCTOR CORPORATION**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**DELAWARE**  
(STATE OR OTHER JURISDICTION)

**3621**  
(PRIMARY STANDARD INDUSTRIAL)

**04-2959321**  
(I.R.S. EMPLOYER)

OF INCORPORATION OR ORGANIZATION)

CLASSIFICATION CODE NUMBER)

IDENTIFICATION NUMBER)

**64 JACKSON ROAD**

**DEVENS, MASSACHUSETTS 01434**

**(978) 842-3000**

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING

AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

**DANIEL P. MCGAHN**

**PRESIDENT AND CHIEF EXECUTIVE OFFICER**

**AMERICAN SUPERCONDUCTOR CORPORATION**

**64 JACKSON ROAD**

**DEVENS, MASSACHUSETTS 01434**

**(978) 842-3000**

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

**COPY TO:**

**PETER N. HANDRINOS**

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**BOSTON, MA 02116**

**(617) 948-6060**

**Approximate date of commencement of proposed sale to the public: Not Applicable**

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. "

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 this Form is a post-effective amendment filed pursuant to Rule 462(d) 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. "

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**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 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

On April 13, 2012, American Superconductor Corporation (the Registrant) filed a registration statement with the Securities and Exchange Commission (the Commission) on Form S-1 (Registration No. 333-180733) (the Registration Statement). The Registration Statement was declared effective by the Commission on April 26, 2012 to register for resale by the selling stockholder identified in the prospectus contained in the Registration Statement an aggregate of 10,262,311 shares of the Registrant's Common Stock, par value \$0.01 per share (the Common Stock). The Registrant filed Post-Effective Amendment No. 1 to the Registration Statement on June 6, 2012, which was declared effective on June 8, 2012.

This Post-Effective Amendment No. 2 to the Registration Statement is being filed by Registrant to deregister, upon the effectiveness of the registration statement on Form S-3 referred to below, the offer and resale by the selling stockholder identified in the prospectus contained therein of the shares of Common Stock that remain unsold under the Registration Statement; the offer and resale of such shares will now be registered under the Registrant's registration statement on Form S-3 (File No. 333-184218) filed on October 1, 2012 upon the effectiveness thereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, we have duly caused this Post-Effective Amendment No. 2 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Devens, Massachusetts, on the 16th day of October, 2012.

AMERICAN SUPERCONDUCTOR CORPORATION

By: /s/ Daniel P. McGahn

**Daniel P. McGahn**

**President and**

**Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Daniel P. McGahn <b>Daniel P. McGahn</b>	President and Chief Executive Officer  (Principal Executive Officer)	October 16, 2012
/s/ David A. Henry <b>David A. Henry</b>	Senior Vice President and Chief Financial Officer  (Principal Financial and Accounting Officer)	October 16, 2012
* <b>John W. Wood, Jr.</b>	Chairman of the Board	October 16, 2012
* <b>Vikram S. Budhraja</b>	Director	October 16, 2012
* <b>Richard Drouin</b>	Director	October 16, 2012
* <b>Pamela F. Lenehan</b>	Director	October 16, 2012
* <b>David R. Oliver, Jr.</b>	Director	October 16, 2012
* <b>John B. Vander Sande</b>	Director	October 16, 2012

\* By: /s/ David A. Henry  
David A. Henry

Attorney-In-Fact