

ADA-ES INC  
Form 8-K/A  
October 26, 2011

**U.S. SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): October 24, 2011**

**ADA-ES, INC.**

(Name of registrant as specified in its charter)

**Colorado**  
(State or other jurisdiction  
of incorporation)

**000-50216**  
(Commission  
File Number)

**84-1457385**  
(I.R.S. Employer  
Identification Number)

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8100 SouthPark Way, Unit B, Littleton, Colorado  
(Address of principal executive offices)

80120  
(Zip Code)

Registrant's telephone number, including area code: (303) 734-1727

**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:

- .. 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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**EXPLANATION OF AMENDMENT**

The purpose of this Amendment No. 1 to our Current Report on Form 8-K filed with the Securities Exchange Commission on October 25, 2011 (the Form 8-K ) is to furnish a revised legal opinion of Schuchat, Herzog & Brenman, LLC that amends and restates the legal opinion filed as Exhibit 5.1 to the Form 8-K. The amended and restated legal opinion is being filed as Exhibit 5.1 to this Amendment No. 1.

No other changes have been made to the Form 8-K other than those described above. This Amendment No. 1 does not reflect any subsequent events occurring after the original filing date of the Form 8-K, other than described above, or modify or update in any way disclosures made in the Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 1.1 Underwriting Agreement, dated as of October 25, 2011, among ADA-ES, Inc., Lazard Capital Markets LLC, Robert W. Baird & Co. Incorporated and JMP Securities LLC. (1)
- 5.1 Opinion of Schuchat Herzog & Brenman, LLC (filed herewith)
- 23.1 Consent of Schuchat Herzog & Brenman, LLC (included in Exhibit 5.1)
- 99.1 Press Release issued by ADA-ES, Inc. on October 24, 2011 (1)
- 99.2 Press Release issued by ADA-ES, Inc. on October 25, 2011 (1)

(1) Incorporated by reference to the Company's Current Report on Form 8-K filed on October 25, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 25, 2011

**ADA-ES, Inc.**  
Registrant

/s/ MARK H. MCKINNIES  
**Mark H. McKinnies**  
Senior Vice President and Chief Financial Officer

**INDEX TO EXHIBITS**

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