

SUNPOWER CORP  
Form POSASR  
March 21, 2008

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 20, 2008

REGISTRATION NO. 333-140198

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

Amendment No. 1 to Form S-3  
Registration Statement  
UNDER  
THE SECURITIES ACT OF 1933

SunPower Corporation  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

94-3008969  
(I.R.S. Employer  
Identification No.)

3939 North First Street  
San Jose, California 95134  
(408) 240-5500  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

Thomas H. Werner  
Chief Executive Officer  
SunPower Corporation  
3939 North First Street  
San Jose, California 95134  
(408) 240-5500

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(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copies to:

R. Todd Johnson  
Stephen E. Gillette  
Jones Day  
2882 Sand Hill Road, Suite 240  
Menlo Park, California 94025  
(650) 739-3939

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.  r

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.  x

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.  r

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.  r

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.  x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.  r

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

|                         |                                       |                           |                            |
|-------------------------|---------------------------------------|---------------------------|----------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> x | Accelerated filer         | <input type="checkbox"/> r |
| Non-accelerated filer   | <input type="checkbox"/> r            | Smaller reporting company | <input type="checkbox"/> r |



EXPLANATORY NOTE

On January 25, 2007, SunPower Corporation (“SunPower”) filed a registration statement on Form S-3 (File No. 333-140198) (the “Registration Statement”), registering for resale the shares of SunPower’s class A common stock, par value \$0.001 per share (the “SunPower Common Stock”) issued to holders of shares of common stock, par value \$0.0001 per share, of PowerLight Corporation (now known as SunPower Corporation, Systems, a wholly-owned subsidiary of SunPower Corporation (“PowerLight”). The Registration Statement was declared effective automatically upon filing. SunPower issued the shares of SunPower Common Stock in connection with the merger between SunPower and PowerLight completed on January 10, 2007 (the “Merger”).

In connection with the Merger, SunPower Corporation entered into a Registration Rights Agreement dated January 10, 2007 (the “Registration Rights Agreement”), pursuant to which the former PowerLight stockholders were granted certain registration rights with respect to the shares of SunPower Common Stock they received in connection with the Merger. SunPower has no further obligation under the Registration Rights Agreement to maintain the effectiveness of this Registration Statement, and thus hereby withdraws the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on the 20th day of March, 2008.

SUNPOWER CORPORATION

By: /s/ Thomas H. Werner  
 Thomas H. Werner  
 Chief Executive Officer

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Thomas H. Werner and Emmanuel T. Hernandez, and each of them, his or her true and lawful attorneys in fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with exhibits, thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and conforming all that each of said attorneys in fact and agents or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title  | Date           |
|---|--|----------------|
| /s/ THOMAS H. WERNER<br><br>Thomas H. Werner          | Chief Executive Officer and<br>Director<br>(Principal Executive Officer)       | March 20, 2008 |
| /s/ EMMANUEL T.<br>HERNANDEZ<br>Emmanuel T. Hernandez | Chief Financial Officer<br><br>(Principal Financial and<br>Accounting Officer) | March 20, 2008 |
| /s/ T.J. RODGERS<br><br>T.J. Rodgers                  | Chairman of the Board of<br>Directors  | March 20, 2008 |
| /s/ W. STEVE ALBRECHT<br>W. Steve Albrecht            | Director   | March 20, 2008 |
| /s/ BETSY S. ATKINS                                   | Director   | March 20, 2008 |

Betsy S. Atkins

/s/ PATRICK WOOD  
Patrick Wood

Director

March 20, 2008

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