

SUNPOWER CORP
Form 10-Q/A
May 09, 2008

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

FORM 10-Q/A
Amendment No. 1

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

For the quarterly period ended March 30, 2008

OR

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

For the transition period from _____ to _____

Commission file number 000-51593

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
(Address of Principal Executive Offices and Zip Code)

(408) 240-5500
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark 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. (Check one):

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The total number of outstanding shares of the registrant's class A common stock as of May 2, 2008 was 40,133,840.
The total number of outstanding shares of the registrant's class B common stock as of May 2, 2008 was 44,533,287.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A for the quarter ended March 30, 2008, is being filed for the purpose of properly filing and identifying Exhibits 10.11, 10.12 and 10.13 filed with the Quarterly Report. This amendment to the Quarterly Report does not alter or affect any other part or any other information originally set forth in the Quarterly Report.

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Item 6. Exhibits

| Exhibit Number | Description |
|----------------|--|
| 3.1 | Form of Restated Certificate of Incorporation of SunPower Corporation (incorporated by reference to Exhibit 3.(i)2 to the Registrant's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on November 15, 2005). |
| 3.2 | Form of By-laws of SunPower Corporation (incorporated by reference to Exhibit 3.(ii)2 to the Registrant's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on October 11, 2005). |
| 10.1# | SunPower Corporation Quarterly Key Initiative Bonus Plan. |
| 10.2# | First Amendment to Lease, dated December 12, 2006, by and between SunPower Corporation and Cypress Semiconductor Corporation. |
| 10.3# | Second Amendment to Lease, dated July 1, 2007, by and between SunPower Corporation and Cypress Semiconductor Corporation. |
| 10.4†# | Amendment to Polysilicon Supply Agreement, dated January 8, 2008, by and between SunPower Philippines Manufacturing, Ltd. and Woongjin Energy Co., Ltd. |
| 10.5†# | Long-Term Polysilicon Supply Agreement, dated January 10, 2008, by and between SunPower Corporation and NorSun AS. |
| 10.6†# | Form of Long-Term Polysilicon Supply Agreement, by and between SunPower Corporation and a joint venture to be formed by NorSun AS, Swicorp Jousour Company and Chemical Development Company. |
| 10.7†# | Waiver Agreement, dated January 18, ---2008, by and between SunPower Corporation and Wells Fargo Bank, National Association. |
| 10.8†*# | Amendment to Turnkey Construction Contract for the Construction of a Solar Park, dated January 31, 2008, by and between SunPower Energy Systems Spain S.L. and Solargen Proyectos e Instalaciones, S.L. |
| 10.9*# | Amendment to Turnkey Construction Contract for the Construction of a Solar Park, dated February 8, 2008, by and between SunPower Energy Systems Spain S.L. and Solargen Proyectos e Instalaciones, S.L. |
| 10.10†# | Poly Silicon Supply Agreement, dated February 8, 2008, by and between SunPower Corporation and Jupiter Corporation Ltd. |
| 10.11 | Third Amendment to Credit Agreement, dated February 13, 2008, by and between SunPower Corporation and Wells Fargo Bank, National Association. |
| 10.12* | Amendment to Turnkey Construction Contract for the Construction of a Solar Park, dated March 5, 2008, by and between SunPower Energy Systems Spain S.L. and Solargen Proyectos e Instalaciones, S.L. |
| 10.13† | Amendment to Supply Agreement, dated March 5, 2008, by and between SunPower Corporation and Solon AG fur Solartechnik. |
| 31.1 | Certification by Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a). |
| 31.2 | Certification by Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a). |
| 32.1 | Certification Furnished Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

A cross (†) indicates that confidential treatment has been requested for portions of the marked exhibits.

An asterisk (*) indicates that the submission is an English translation of the original document.

A pound sign (#) indicates previously filed.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

SUNPOWER CORPORATION

Dated: May 9, 2008

By:

/s/ EMMANUEL T. HERNANDEZ

Emmanuel T. Hernandez
Chief Financial Officer

Index to Exhibits

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