

FIRST SOLAR, INC.
Form S-8 POS
June 08, 2010

As filed with the Securities and Exchange Commission on June 8, 2010

Registration No. 333-140807

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1 to
Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FIRST SOLAR, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

20-4623678
(I.R.S. Employer Identification No.)

350 West Washington Street, Suite 600
Tempe, Arizona 85281
(Address of principal executive offices, including zip code)

First Solar, Inc. 2006 Omnibus Incentive Compensation Plan

First Solar Holdings, LLC 2003 Unit Option Plan
(Full title of plans)

Robert J. Gillette
Chief Executive Officer
First Solar, Inc.
350 West Washington Street, Suite 600
Tempe, Arizona 85281
(602) 414-9300
(Name, address and telephone number, including area code, of agent for service)

Copies to:
Erik R. Tavzel, Esq.

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Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

Pursuant to Item 512(a)(3) of Regulation S-K, this Post-Effective Amendment No. 1 (this “Amendment”) to the Registration Statement on Form S-8 (Registration No. 333-140807) filed with the Securities and Exchange Commission (the “Commission”) on February 21, 2007 (the “Registration Statement”) deregisters 2,120,882 shares of common stock, par value \$0.001 per share, of First Solar, Inc. (“Common Stock”), which were registered under the Registration Statement but remain unsold (the “Remaining Shares”). Concurrently with the filing of this Amendment, the registrant is filing a new Registration Statement on Form S-8 (the “New Registration Statement”), which registers 9,620,882 shares of Common Stock, including the Remaining Shares. In accordance with Instruction E to the General Instructions to Form S-8 and interpretations of the Division of Corporation Finance of the Commission, the portion of the registration fee allocable to the Remaining Shares, which the registrant paid to the Commission in connection with the original filing of the Registration Statement, is carried forward to the New Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in City of Tempe, State of Arizona, on June 8, 2010.

First Solar, Inc.

By: /s/ James Zhu

Name: James Zhu

Title: Chief

Accounting Officer

The officers and directors of First Solar, Inc. whose signatures appear below hereby constitute and appoint Jens Meyerhoff, James Zhu and Mary Beth Gustafsson, or any of them, to act severally as attorneys-in-fact and agents, with power of substitution and resubstitution, for each of them in any and all capacities, to sign any amendments, including post-effective amendments, of and supplements to the Registration Statement and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that such attorneys-in-fact, or substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Michael J. Ahearn Michael J. Ahearn	Executive Chairman and Chairman of the Board of Directors	June 8, 2010
/s/ Robert J. Gillette Robert J. Gillette	Chief Executive Officer and Director (Principal Executive Officer)	June 8, 2010
/s/ Jens Meyerhoff Jens Meyerhoff	Chief Financial Officer (Principal Financial Officer)	June 8, 2010
/s/ James Zhu James Zhu	Chief Accounting Officer (Principal Accounting Officer)	June 8, 2010
/s/ Craig Kennedy Craig Kennedy	Director	June 8, 2010
/s/ James F. Nolan James F. Nolan	Director	June 8, 2010
/s/ William J. Post William J. Post	Director	June 8, 2010
/s/ J. Thomas Presby J. Thomas Presby	Director	June 8, 2010

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/s/ Paul H. Stebbins
Paul H. Stebbins

Director

June 8, 2010

/s/ Michael Sweeney
Michael Sweeney

Director

June 8, 2010

/s/ Jose Villarreal
Jose Villarreal

Director

June 8, 2010

EXHIBIT INDEX

Exhibit Number	Description
24.1	Powers of Attorney (included as part of the signature page to this Post-Effective Amendment No. 1)