

ADVANCED ENERGY INDUSTRIES INC

Form S-8

November 21, 2005

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Advanced Energy Industries, Inc.
(Exact name of registrant as specified in its charter)

Delaware **84-0846841**
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

1625 Sharp Point Drive, Fort Collins, Colorado 80525
(Address, including zip code, of principal executive offices)

Employee Stock Purchase Plan
(Full title of the plan)

Michael El-Hillow
Executive Vice President and Chief Financial Officer
Advanced Energy Industries, Inc.

1625 Sharp Point Drive
Fort Collins, Colorado 80525
(Name and address of agent for service)

With a copy to:
Carissa C. W. Coze
Hogan & Hartson LLP
1999 Avenue of the Stars, Suite 1400
Los Angeles, CA 90067

970-221-4670
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|---|--|--|--|-----------------------------------|
| Common Stock, \$0.001 par value | 100,000 | \$ 12.30 | \$ 1,230,000 | \$ 144.77 |

(1) Also includes any additional shares of common stock that may become issuable under the registrant's Employee Stock Purchase Plan as a result of the anti-dilution and adjustment provisions of the plan.

- (2) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(h) under the Securities Act of 1933. The above calculation is based on the average of the reported high and low prices of the Common Stock on the Nasdaq National Market on November 16, 2005.
-

Statement Regarding Contents of Earlier Registration Statement

We filed a registration statement on Form S-8 on May 20, 1996 (File No. 333-04073) to register 200,000 shares of our common stock issuable under the Advanced Energy Industries, Inc. Employee Stock Purchase Plan (the Plan). The contents of the May 20, 1996 registration statement, except for Item 8 of Part II, are incorporated by reference in this registration statement. On May 19, 2003 we filed a registration statement on Form S-8 (File No. 333-105367) to register an additional 200,000 shares of our common stock issuable under the Plan as the result of an amendment to the Plan increasing the number of shares issuable thereunder to 400,000. The contents of the May 19, 2003 registration statement, except for Item 8 of Part II, are incorporated by reference in this registration statement. This registration statement on Form S-8 is being filed to register an additional 100,000 shares of our common stock issuable under the Plan as the result of an amendment to the plan increasing the number of shares issuable thereunder to 500,000.

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits

| Exhibit Number | Description |
|-----------------------|---|
| 4.1 | Restated Certificate of Incorporation, as amended (1) |
| 4.2 | Bylaws (2) |
| 5 | Opinion of Hogan & Hartson, LLP |
| 23.1 | Consent of Grant Thornton LLP |
| 23.2 | Consent of KPMG LLP |
| 23.3 | Consent of Hogan & Hartson, LLP (3) |
| 24 | Power of Attorney (4) |

(1) Incorporated by reference from our Quarterly Report on Form 10-Q for the quarter ended June 30, 2001, filed August 13, 2001 (File No. 000-26966).

(2) Incorporated by reference from our registration statement on Form S-1, filed September 20, 1995, as amended (File

No. 33-97188).

- (3) Included in Exhibit 5.
 - (4) Included on the signature pages to this registration statement.
-

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Collins, State of Colorado, on the 18th day of November, 2005.

Advanced Energy Industries, Inc.

By: /s/ Michael El-Hillow

Michael El-Hillow
Executive Vice President and Chief
Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby appoints Hans-Georg Betz and Michael El-Hillow, and each of them severally, acting alone and without the other, his true and lawful attorney-in-fact with authority to execute in the name of each such person, and to file with the Securities and Exchange Commission, together with any exhibits thereto and other documents therewith, any and all amendments (including without limitation post-effective amendments) to this registration statement necessary or advisable to enable the registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, which amendments may make such changes in this registration statement as the aforesaid attorney-in-fact deems appropriate.

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.

Dated: November 18, 2005

/s/ Hans-Georg Betz

Hans-Georg Betz
President and Chief Executive Officer and
Director
(Principal Executive Officer)

Dated: November 18, 2005

/s/ Michael El-Hillow

Michael El-Hillow
Executive Vice President and Chief
Financial Officer
(Principal Financial Officer)

Dated: November 18, 2005

Douglas Schatz
Chairman of the Board

Dated: November 18, 2005

/s/ Richard P. Beck

Richard P. Beck
Director

Dated: November 18, 2005

/s/ Joseph R. Bronson

Joseph R. Bronson
Director

Dated: November 18, 2005

/s/ Barry Z. Posner

Barry Z. Posner
Director

Dated: November 18, 2005

/s/ Elwood Spedden

Elwood Spedden

Director

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|---|
| 4.1 | Restated Certificate of Incorporation, as amended (1) |
| 4.2 | Bylaws (2) |
| 5 | Opinion of Hogan & Hartson LLP |
| 23.1 | Consent of Grant Thornton LLP |
| 23.2 | Consent of KPMG LLP |
| 23.3 | Consent of Hogan & Hartson LLP (3) |
| 24 | Power of Attorney (4) |
| (1) | Incorporated by reference from our Quarterly Report on Form 10-Q for the quarter ended June 30, 2001, filed August 13, 2001 (File No. 000-26966). |
| (2) | Incorporated by reference from our registration statement on Form S-1, filed September 20, 1995, as amended (File No. 33-97188). |
| (3) | Included in Exhibit 5. |
| (4) | Included on the signature pages to this registration statement. |