

SUNPOWER CORP
Form 425
November 22, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 1 TO
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): November 15, 2006

SUNPOWER CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

000-51593
(Commission File No.)

94-3008969
(I.R.S. Employer

Identification No.)

3939 North First Street, San Jose, California 95134

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code:

(408) 240-5500

N/A

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(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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Item 1.01. Entry into a Material Definitive Agreement

As reported on a Current Report on Form 8-K of SunPower Corporation (SunPower) filed on November 16, 2006, on November 15, 2006, SunPower entered into an Agreement and Plan of Merger (the Merger Agreement) with Pluto Acquisition Company LLC, PowerLight Corporation (PowerLight), and Thomas L. Dinwoodie, as the representative of certain of PowerLight s shareholders. The purpose of this Current Report on Form 8-K/A is to amend the previously filed Current Report on Form 8-K to correct a typographical error in Exhibit 10.1 thereto, the Merger Agreement. Specifically, the Termination Date set forth in Section 6.1(b) of the Merger Agreement was shown in the previously filed Exhibit 10.1 as April 30, 2006, and has been corrected in Exhibit 10.1 attached hereto to read April 30, 2007.

Exhibit 10.1 to the previously filed Current Report on Form 8-K is hereby replaced with the attached Exhibit 10.1, which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 10.1 | Agreement and Plan of Merger, dated November 15, 2006, between the Registrant, PowerLight Acquisition Company LLC, PowerLight Corporation and Thomas L. Dinwoodie |

SIGNATURES

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

Date: November 21, 2006

SunPower Corporation

By: /s/ Peter Aschenbrenner

Name: Peter Aschenbrenner

Title: Vice President, Sales and Marketing

| Exhibit No. | Description |
|--------------------|---|
| 10.1 | Agreement and Plan of Merger, dated November 15, 2006, between the Registrant, PowerLight Acquisition Company LLC, PowerLight Corporation and Thomas L. Dinwoodie |