

AES CORP
Form S-8
May 07, 2010

As filed with the Securities and Exchange Commission on May 6, 2010

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

THE AES CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4300 Wilson Boulevard, Suite 1100

54-1163725
(I.R.S. Employer

Identification Number)

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Arlington, Virginia 22203

(Address of Principal Executive Offices)

The AES Corporation 2003 Long Term Compensation Plan (As Amended)

(Full title of the plan)

Victoria D. Harker

Executive Vice President and Chief Financial Officer

The AES Corporation

4300 Wilson Boulevard, Suite 1100

Arlington, Virginia 22203

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

(703) 522-1315

(Telephone number, including area code, of agent for service)

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|----------------------------|---|---|----------------------------------|
| Common Stock, par value \$0.01 per share | 9,000,000(1)(2) | \$11.70(3) | \$105,300,000(3) | \$7,507.89(4) |

(1)

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An aggregate of 38,000,000 shares of common stock, par value \$0.01 per share, of The AES Corporation may be offered or issued pursuant to The AES Corporation 2003 Long Term Compensation Plan (as amended), 17,000,000 of which were previously registered on Form S-8 (File No. 333-108297), 12,000,000 of which were previously registered on Form S-8 (File No. 333-150508) and 9,000,000 of which are registered on this Form S-8.

- (2) If, as a result of stock splits, stock dividends or similar transactions, the number of securities purported to be registered by this Registration Statement changes, the provisions of Rule 416 under the Securities Act of 1933, as amended (the Securities Act), shall apply to this Registration Statement, and this Registration Statement shall be deemed to cover the additional securities resulting from the split of, or the dividend on, the securities covered by this Registration Statement.
- (3) Pursuant to Rule 457(c) and 457(h) of the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is based on the average of the high and low sales prices of the Common Stock on the New York Stock Exchange on May 4, 2010.
- (4) Calculated pursuant to Section 6(b) of the Securities Act.

INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE

Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed to register additional shares of Common Stock, par value \$0.01 per share, of the Registrant under The AES Corporation 2003 Long Term Compensation Plan (as amended, the Plan). Registration Statements on Form S-8 were previously filed and declared effective (Registration File No. 333-108297 and File No. 333-150508) in connection with the Plan and are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

| EXHIBIT NO. | DESCRIPTION |
|--------------------|--|
| 4.1 | Sixth Restated Certificate of Incorporation of The AES Corporation (incorporated by reference to Exhibit 3.1 of the Company's Form 10-K for the year ended December 31, 2008). |
| 4.2 | By-Laws of The AES Corporation, as amended (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K filed on August 11, 2009). |
| 5.1 | Opinion of Buchanan Ingersoll & Rooney PC. |
| 10.1 | The AES Corporation 2003 Long Term Compensation Plan, as amended and restated (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on April 27, 2010). |
| 10.2 | The Form of AES 2010 Nonqualified Stock Option Award Agreement under The AES Corporation 2003 Long Term Compensation Plan (Outside Directors) (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed on April 27, 2010). |
| 10.3 | The AES Corporation Deferred Compensation Program For Directors (incorporated by reference to Exhibit 10.3 of the Company's Form 8-K filed on April 27, 2010). |
| 23.1 | Consent of Independent Registered Public Accounting Firm, Ernst & Young LLP. |
| 23.2 | Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP. |
| 23.3 | Consent of Buchanan Ingersoll & Rooney PC (contained in opinion filed as Exhibit 5.1 hereto). |
| 24.1 | Power of Attorney. |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Arlington, Commonwealth of Virginia, on this 6th day of May, 2010.

THE AES CORPORATION

By: /s/ Victoria D. Harker
Victoria D. Harker

Executive Vice President and Chief Financial
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on this 6th day of May, 2010.

| Signature | Capacity |
|--|---|
| * Paul T. Hanrahan | President, Chief Executive Officer and Director (Principal Executive Officer) |
| * Samuel W. Bodman, III | Director |
| * Tarun Khanna | Director |
| * John A. Koskinen | Director |
| * Philip Lader | Director |
| * Sandra O. Moose | Director |
| * John B. Morse, Jr. | Director |
| * Philip A. Odeen | Chairman and Lead Independent Director |
| * Charles O. Rossotti | Director |
| * Sven Sandstrom | Director |
| /s/ Victoria D. Harker Victoria D. Harker | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |

/s/ Mary E. Wood
Mary E. Wood

Vice President and Controller
(Principal Accounting Officer)

* By: /s/ Brian A. Miller
Brian A. Miller
Attorney-in-fact

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