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FIRST SOLAR, INC.
Form S-1MEF
November 16, 2006

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 16, 2006
REGISTRATION NO. 333-

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FIRST SOLAR, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	3674	20-4623678
(State of Incorporation)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

4050 EAST COTTON CENTER BOULEVARD
BUILDING 6, SUITE 68
PHOENIX, ARIZONA 85040
(602) 414-9300

(Address, including zip code, and telephone number, including area
code, of registrant's principal executive offices)

MICHAEL J. AHEARN
CHIEF EXECUTIVE OFFICER
FIRST SOLAR, INC.
4050 EAST COTTON CENTER BOULEVARD
BUILDING 6, SUITE 68
PHOENIX, ARIZONA 85040
(602) 414-9300

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

WITH COPIES TO:

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

John D. Wilson, Esq.
 Shearman & Sterling LLP
 1080 Marsh Road
 Menlo Park, California 94025
 (650) 838-3600

 APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: AS SOON AS PRACTICABLE AFTER THIS REGISTRATION STATEMENT IS DECLARED EFFECTIVE.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-135574

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

 CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1) (2)	REGISTRATION FEE
Common Stock, par value \$0.001 per share	\$76,475,000	

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933. The proposed maximum offering price includes shares of common stock that may be purchased by the underwriters to cover over-allotments, if any.

(2) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be

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sold under the related Registration Statement on Form S-1 (File No. 333-135574), as amended, is hereby registered.

- (3) The registrant previously registered an aggregate of \$382,375,000 in Common Stock, par value \$0.001 per share, on the Registration Statement on Form S-1 (File No. 333-135574), for which a filing fee of \$40,914.13 was previously paid.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

EXPLANATORY NOTE

We are filing this registration statement with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1 (File No. 333-135574), originally filed by us on June 30, 2006, as amended, and is being filed for the sole purpose of increasing the maximum aggregate offering price of our common stock, par value \$0.001 per share, to be registered by \$76,475,000. The information set forth in the registration statement on Form S-1 filed by us with the Securities and Exchange Commission (File No. 333-135574), which was declared effective by the Commission on November 16, 2006, is incorporated by reference herein.

The required opinions and consents are listed on the exhibit index attached hereto and filed herewith.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Exhibits:

All exhibits filed with or incorporated by reference in Registration Statement No. 333-135574 are incorporated by reference into, and shall be deemed part of, this registration statement, except the following, which are filed herewith.

Table with 2 columns: Exhibit Number, Description of Document. Rows include 5.1 (Opinion of Cravath, Swaine & Moore LLP), 23.1 (Consent of Cravath, Swaine & Moore LLP), 23.2 (Consent of PricewaterhouseCoopers LLP), and 24.1* (Powers of Attorney of the directors and officers of the registrant).

* Previously filed with the Commission in connection with the Registration Statement on Form S-1 (File No. 333-135574), originally filed on June 30,

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2006 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Phoenix, Arizona on November 16, 2006.

First Solar, Inc.

By: /s/ Jens Meyerhoff

NAME: Jens Meyerhoff
TITLE: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	DATE ----
* ----- Michael J. Ahearn	President, Chief Executive Officer and Director (Principal Executive Officer)	November 16, 2006
* ----- Jens Meyerhoff	Chief Financial Officer (Principal Financial and Principal Accounting Officer)	November 16, 2006
* ----- James F. Nolan	Director	November 16, 2006
* ----- Bruce Sohn	Director	November 16, 2006
* ----- Michael Sweeney	Director	November 16, 2006

By: /s/ Jens Meyerhoff

Jens Meyerhoff
Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number -----	Description of Document -----
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- 5.1 Opinion of Cravath, Swaine & Moore LLP
- 23.1 Consent of Cravath, Swaine & Moore LLP (included in Exhibit 5.1)
- 23.2 Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm
- 24.1* Powers of Attorney of the directors and officers of the registrant

* Previously filed with the Commission in connection with the Registration Statement on Form S-1 (File No. 333-135574), originally filed on June 30, 2006 and incorporated herein by reference.