

FIRST SOLAR, INC.
Form 424B7
April 03, 2009

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Filed Pursuant to Rule 424(b)(7)
Registration No. 333-158384

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (2)
Common Stock, \$0.001 par value	2,801,435 shares	\$133.70	\$374,551,860	\$20,900.00

- (1) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices as reported on the Nasdaq Global Select Market on April 1, 2009.
- (2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended. This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in the registrant's Registration Statement on Form S-3 (File No. 333-158384) in accordance with Rules 456(b) and 457(r) under the Securities Act of 1933, as amended.
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**Prospectus Supplement
(To Prospectus dated April 2, 2009).**

2,801,435 Shares

First Solar, Inc.

Common Stock

The selling stockholder named in this prospectus supplement is hereby selling up to 2,801,435 shares of our common stock. The selling stockholder acquired these shares from us pursuant to our acquisition of the solar project development business of OptiSolar Inc., a Delaware corporation. The selling stockholder may sell these shares through public or private transactions at market prices prevailing at the time of sale or at negotiated prices. For further information regarding the possible methods by which the shares of common stock may be distributed, see **Plan of Distribution** beginning on page S-4 of this prospectus supplement. We will not receive any proceeds from the sale of the shares by the selling stockholder.

Our common stock is listed on the Nasdaq Global Select Market (Nasdaq) under the symbol FSLR. On April 2, 2009, the last reported sale price for our common stock on Nasdaq was \$138.02 per share.

See Risk Factors beginning on page S-2 of this prospectus supplement and page 2 of the accompanying prospectus to read about factors you should consider before buying shares of our common stock.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Prospectus Supplement dated April 3, 2009.

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ABOUT THIS PROSPECTUS SUPPLEMENT

Unless the context otherwise requires, the terms the Company, our, we and us refer to First Solar, Inc. and its subsidiaries on a consolidated basis.

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and certain other matters. The second part, the base prospectus, gives more general information about us and our common stock. Generally, when we refer to this prospectus, we are referring to both parts of this document combined and when we refer to the accompanying prospectus, we are referring to the base prospectus only. To the extent information in this prospectus supplement conflicts with information in the accompanying prospectus, you should rely on the information in this prospectus supplement. You should rely only on the information contained, or incorporated by reference, in this prospectus. Neither we nor the selling stockholder have authorized anyone to provide you with different information.

The selling stockholder is not making an offer of our common stock in any state where the offer is not permitted. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus or any information incorporated by reference herein or therein is accurate as of any date other than the date of this prospectus supplement, the accompanying prospectus or the document incorporated by reference, as applicable. Our business, financial condition, results of operations and prospects may have changed since the date of such information.

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SUMMARY

The following summary is provided solely for your convenience. It is not intended to be complete. You should read this entire prospectus supplement, the accompanying prospectus and all the information included or incorporated by reference herein or therein carefully. You should pay special attention to the Risk Factors sections in this prospectus supplement, the accompanying prospectus and our Annual Report on Form 10-K for the fiscal year ended December 27, 2008, which are incorporated by reference in this prospectus. For additional information, you should refer to the information described in the section entitled Where You Can Find More Information in the accompanying prospectus.

First Solar, Inc.

We design and manufacture solar modules using a proprietary thin film semiconductor technology that has allowed First Solar to reduce its average solar module manufacturing costs to among the lowest in the world. We manufacture our solar modules on high-throughput production lines and perform all manufacturing steps in an automated, proprietary, continuous process, which eliminates the multiple supply chain operators and expensive and time consuming batch processing steps that are used to produce a crystalline silicon solar module.

We devote a substantial amount of resources to research and development with the objective of lowering the per watt price of solar electricity generated by photovoltaic systems. With the objective of reducing the per watt manufacturing cost of electricity generated by photovoltaic systems using our solar modules, we focus our research and development on increasing the conversion efficiency of our solar modules and on reducing the cost and optimizing the effectiveness of the other components in a photovoltaic system.

Through our solar power systems and project development business, we also provide comprehensive utility-scale photovoltaic systems solutions that significantly reduce solar electricity costs. We sell solar power systems, which include both our solar modules and balance of system components that we procure from third parties, directly to system owners. We also provide utility-scale engineering, procurement and construction (EPC) capabilities related to the development of commercial solar projects, including monitoring and maintenance as part of a turnkey system solution delivery.

First Solar, Inc., a Delaware corporation, was incorporated on February 22, 2006. We operated as a Delaware limited liability company from 1999 until 2006. Our corporate headquarters is located at 350 West Washington Street, Suite 600, Tempe, Arizona 85281 and our telephone number is (602) 414-9300. We maintain a website at www.firstsolar.com. *The information contained in or connected to our website is not a part of this prospectus.*

The Offering

Common stock offered	2,801,435 shares by the selling stockholder.
Common stock outstanding	81,843,748 shares outstanding as of March 27, 2009.
Offering price of common stock	The shares may be sold at market prices prevailing at the time of sale or at negotiated prices.
Use of proceeds	We will not receive any proceeds from the sale of shares of our common stock by the selling stockholder.

Dividend policy	We have never paid, and it is our present intention for the foreseeable future not to pay, dividends on our common stock.
Nasdaq symbol for our common stock	FSLR
Risk factors	For a discussion of certain risks that should be considered in connection with an investment in our common stock, see the description of risks set forth or incorporated in the sections entitled Risk Factors in this prospectus.

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RISK FACTORS

Investing in our securities involves risks. Potential investors are urged to consider the risks described below and to read and consider the risk factors and other disclosures relating to an investment in our securities described in our Annual Report on Form 10-K for the fiscal year ended December 27, 2008, as updated by annual, quarterly and other reports and documents we file with the SEC after the date of this prospectus supplement and that are incorporated by reference herein. Before making an investment decision, you should carefully consider those risks as well as other information we include or incorporate by reference in this prospectus supplement and the accompanying prospectus. The risks and uncertainties we have described are not the only ones facing our company. Additional risks and uncertainties not presently known to us or that we currently consider immaterial may also affect our business operations.

Risks Relating to Our Common Stock

The price of our common stock has been volatile and continued volatility could affect the price at which you could sell your shares of our common stock.

The market price for our common stock has varied between a high of \$165.20 and a low of \$100.90 since January 1, 2009. This volatility may affect the price at which you could sell our common stock. The price for our stock could continue to be volatile and subject to price and volume fluctuations in response to market and other factors, including factors discussed in the risks related to our business operations; variations in our quarterly operating results from our expectations or those of securities analysts or investors; downward revisions in securities analysts' estimates; and competitive developments.

In addition, the broader stock market has recently experienced significant price and volume fluctuations. This volatility has affected the market prices of securities issued by many companies for reasons unrelated to their operating performance and beyond their control and may adversely affect the price of our common stock. Also, our announcements of our quarterly operating results, changes in general conditions in the economy or the financial markets and other developments affecting us, our affiliates or our competitors could cause the market price of our common stock to fluctuate substantially.

Risks Relating to Our Solar Systems and Project Development Business

As described below in the "Recent Developments" section of this prospectus supplement, on April 3, 2009, we acquired the solar power project development business of OptiSolar Inc. from the selling stockholder.

We may be unable to acquire or lease land and/or obtain the approvals, licenses and permits necessary to build and operate photovoltaic (PV) power plants in a timely and cost effective manner, and regulatory agencies, local communities or labor unions may delay, prevent or increase the cost of construction and operation of the PV plants we intend to build.

In order to construct and operate our PV plants, we need to acquire or lease land and obtain all necessary local, county, state and federal approvals, licenses and permits. We may be unable to acquire the land or lease interests needed, may not receive or retain the requisite approvals, permits and licenses or may encounter other problems which could delay or prevent us from successfully constructing and operating PV plants. For instance, the California Independent System Operator may modify its rules in a manner that could negatively impact our favorable position in transmission queues, and local labor unions may increase the cost of, and/or lower the productivity of, project

development in Canada and California.

Many of our proposed PV plants are located on or require access through public lands administered by federal and state agencies pursuant to competitive public leasing and right-of-way procedures and processes. The authorization for the use, construction and operation of PV plants and associated transmission facilities on federal, state and private lands will also require the assessment and evaluation of mineral rights, private rights-of-way and other easements; environmental, agricultural, cultural, recreational and aesthetic impacts; and the likely mitigation of adverse impacts to these and other resources and uses. The inability to obtain the required permits and, potentially, excessive delay in obtaining such permits due, for example, to litigation, could prevent us from

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successfully constructing and operating PV plants and could result in a potential forfeiture of any deposit we have made with respect to a given project. Moreover, project approvals subject to project modifications and conditions, including mitigation requirements and costs, could affect the financial success of a given project.

Lack of transmission capacity availability, potential upgrade costs to the transmission grid and other systems constraints could significantly impact our ability to build PV plants and generate solar electricity power sales.

In order to deliver electricity from our PV plants to our customers, our projects need to connect to the transmission grid. The lack of available capacity on the transmission grid could substantially impact our projects, including causing reductions in project size, delays in project implementation, increased costs from transmission upgrades and potential forfeitures of any deposit we have made with respect to a given project. These transmission issues, as well as issues relating to the availability of large systems such as transformers and switch gear, could significantly impact our ability to build PV plants and generate solar electricity sales.

Our project development business and our engineering, procurement and construction (EPC) business are dependent upon us and third parties obtaining financing from various sources which may not be available or may only be available on unfavorable terms or in insufficient amounts.

Our project development business is dependent on our ability to finance the development of our PV plants. If we are unable to secure such financing or if it is not available on terms that we determine are acceptable to us, we may be unable to fully execute our project development business plan, and our business, financial condition or results of operations may be adversely affected.

Our EPC business is dependent on the ability of third parties to purchase our PV plant projects, which, in turn, is dependent on their ability to obtain financing for such purchases. Depending on prevailing conditions in the credit markets and other factors, such financing may not be available or may only be available on unfavorable terms or in insufficient amounts. If third parties are limited in their ability to access financing to support their purchase of PV plant projects from us, we may not realize the cash flows that we expect from such sales, and this could adversely affect our ability to generate revenue.

Developing solar power projects may require significant upfront investment prior to the signing of a power purchase agreement (PPA) or an EPC contract, which could adversely affect our business and results of operations.

Our solar power project development cycles, which span the time between the identification of land and the commercial operation of a PV power plant project, vary substantially and can take multiple months or years to mature. As a result of these long project cycles, we may need to make significant upfront investments of resources in advance of the signing of PPAs and EPC contracts and the receipt of any revenue, much of which is not recognized for several additional months or years following contract signing. Our potential inability to enter into sales contracts with potential customers after making such upfront investments could adversely affect our business and results of operations.

RECENT DEVELOPMENTS

On April 3, 2009, we acquired the solar power project development business of OptiSolar Inc., which we refer to in this prospectus supplement as the OptiSolar Project Business, pursuant to the merger agreement, dated March 2, 2009, by and among us, OptiSolar Inc. and OptiSolar Holdings LLC, the selling stockholder. Pursuant to the merger, on the date of this prospectus supplement, all the outstanding shares of common stock of OptiSolar Inc., which were held by the selling stockholder immediately prior to the merger, were exchanged for merger consideration consisting of 2,972,420 shares of our common stock (which number includes certain shares that were not issued at the closing of the

merger and may be issued in the future upon satisfaction of conditions relating to the novation of certain existing leases and satisfaction of certain existing accounts payable of OptiSolar Inc.). The shares comprising the merger consideration were issued to the selling stockholder in a transaction exempt from registration under the Securities Act by virtue of Section 4(2) of the Securities Act.

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All of the shares of our common stock offered by this prospectus supplement will be sold by, and for the account of, the selling stockholder. We will not receive any of the proceeds from the resale of our common stock pursuant to this offering.

SELLING STOCKHOLDER

The table below sets forth the name of the selling stockholder, its beneficial ownership prior to and after the completion of this offering and the number of shares of our common stock that the selling stockholder will sell in this offering using this prospectus supplement. This table assumes that the selling stockholder will sell all of the shares of common stock covered by this prospectus supplement. We filed the registration statement for the resale of these shares pursuant to the registration rights agreement entered into between us and the selling stockholder in connection with the acquisition by us of the OptiSolar Project Business from the selling stockholder. Subject to certain conditions, the selling stockholder is permitted to transfer its rights under the registration rights agreement to any transferee of shares of our common stock. From time to time we may file additional prospectus supplements to identify such transferees as selling stockholders.

Selling Stockholder	Shares Beneficially Owned Prior to		Shares Offered Hereby	Shares Beneficially Owned After the	
	the Offering Shares(1)	Percent(2)		Offering Shares	Percent(2)
OptiSolar Holdings LLC	2,972,420	3.50%	2,801,435	170,985	0.20%

(1) Includes (i) 732,789 shares currently held in escrow pursuant to the Escrow Agreement (described below) and (ii) 355,096 shares that may be issued in the future to the selling stockholder upon satisfaction of conditions relating to the novation of certain existing leases and satisfaction of certain existing accounts payable of OptiSolar Inc.

(2) Based on 81,843,748 shares of our common stock outstanding as of March 27, 2009.

To secure certain indemnification obligations agreed to by the selling stockholder in connection with our acquisition of the OptiSolar Project Business, we entered into an escrow agreement, dated as of April 3, 2009, by and among us, the selling stockholder and JPMorgan Chase Bank N.A. as escrow agent (the Escrow Agreement). During the escrow period, the selling stockholder may cause the escrowed shares to be sold, provided that the net cash proceeds from such sale are returned to the escrow account. Otherwise the selling stockholder does not have the right to sell the escrow shares until they are released from escrow in accordance with the terms of the Escrow Agreement.

PLAN OF DISTRIBUTION

We are registering the shares of our common stock listed in the table appearing in the Selling Stockholder section of this prospectus supplement to permit public secondary trading of these shares by the selling stockholder from time to time after the date of this prospectus supplement. Pursuant to a registration rights agreement between us and the

selling stockholder that was entered into in connection with the acquisition of the OptiSolar Project Business, we agreed to register the resale of our common stock owned by the selling stockholder and to pay all fees and expenses incident to the registration of such shares. In addition, we agreed to indemnify the selling stockholder against certain liabilities related to the sale of the common stock, including liabilities arising under the Securities Act, and the selling stockholder agreed to indemnify us for liabilities under the Securities Act that may arise from written information furnished to us by the selling stockholder specifically for use in this prospectus. Subject to certain conditions, the selling stockholder is permitted to transfer its rights under the registration rights agreement to any transferee of shares of our common stock. From time to time we may file additional prospectus supplements to identify such transferees as selling stockholders.

We may suspend the use of this prospectus supplement for certain periods of time under certain circumstances, including in the event that we reasonably determine that information required to be disclosed in order to keep current this prospectus supplement, if disclosed, would be materially detrimental to us and our stockholders by

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reason of a material pending or imminently prospective transaction or development, as described in the registration rights agreement. In such a case, we may prohibit offers and sales of the shares of common stock pursuant to offers relating to this prospectus supplement.

The selling stockholder will act independently of us in making decisions with respect to the timing, manner and size of each sale. The selling stockholder may, from time to time, sell any or all of the shares of our common stock beneficially owned by it and offered hereby directly or through one or more underwriters, broker-dealers or agents. If the common stock is sold through underwriters or broker-dealers, the selling stockholder will be responsible for underwriting discounts or commissions or agent's commissions. The common stock may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, at prices related to prevailing market prices or at negotiated prices. We will not receive any of the proceeds from the sales. The shares may be sold at various times by one or more methods, including, but not limited to, the following:

on any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale;

in the over-the-counter market;

directly to one or more purchasers, including institutional investors;

through the writing of options, whether such options are listed on an options exchange or otherwise;

ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;

block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

an exchange distribution in accordance with the rules of the applicable exchange;

privately negotiated transactions;

through short sales, purchases or sales of puts, calls or other types of options, forward delivery contracts, swaps, offerings of structured equity-linked securities or other derivative transactions or securities;

broker-dealers may agree with the selling stockholder to sell a specified number of such shares at a stipulated price per share or over a stipulated period of time;

in private transactions or under Rule 144, or pursuant to other available exemptions from the registration requirements, of the Securities Act rather than pursuant to this prospectus;

in hedging transactions, including, but not limited to (i) transactions with broker-dealers who may engage in short sales of shares and may use shares to close out such short positions, (ii) option or other transactions with broker-dealers that require the delivery by such broker-dealers of the shares, who will then resell or transfer the shares, or (iii) loans or pledges of shares to a broker-dealer who may sell the loaned shares or, in an event of default in the case of a pledge, sell the pledged shares;

through the distribution of the shares by the selling stockholder to its members or other equity holders;
an offering at other than a fixed price;
a combination of any such methods of sale or distribution; and
any other method permitted pursuant to applicable law.

From time to time, the selling stockholder may also pledge, hypothecate or grant a security interest in some or all of the shares it owns. The pledgees, secured parties or persons to whom the shares have been hypothecated will, upon foreclosure in the event of default, be deemed to be selling stockholders and will be named in an additional prospectus supplement.

If underwriters are used in a firm commitment underwriting, the selling stockholder will execute an underwriting agreement with those underwriters relating to the shares of common stock that the selling stockholder

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will offer. Unless otherwise set forth in a prospectus supplement, the obligations of the underwriters to purchase the shares of common stock will be subject to conditions. The underwriters, if any, will purchase such shares on a firm commitment basis and will be obligated to purchase all of such shares.

The shares of common stock subject to the underwriting agreement will be acquired by the underwriters for their own account and may be resold by them from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. Underwriters may be deemed to have received compensation from the selling stockholder in the form of underwriting discounts or commissions and may also receive commissions from the purchasers of these shares of common stock for whom they may act as agent. Underwriters may sell these shares to or through dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters and/or commissions from the purchasers for whom they may act as agent. Any public offering price and any discounts or concessions allowed or reallocated or paid to dealers may be changed from time to time.

The applicable prospectus supplement will set forth whether or not underwriters may over-allot or effect transactions that stabilize, maintain or otherwise affect the market price of the shares of common stock at levels above those that might otherwise prevail in the open market, including, for example, by entering stabilizing bids, effecting syndicate covering transactions or imposing penalty bids. Underwriters are not required to engage in any of these activities, or to continue such activities if commenced.

In effecting sales, the selling stockholder may engage brokers or dealers, and any brokers or dealers so engaged by the selling stockholder may arrange for other brokers or dealers to participate. Broker-dealers may receive commissions, concessions, discounts or other items constituting compensation from the selling stockholder (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. Compensation paid by the selling stockholder to a particular broker-dealer may be in excess of customary compensation. Broker-dealer transactions may include:

purchases of the shares of common stock by a broker-dealer as principal and resales of the shares of common stock by the broker-dealer for its account;

block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

broker-dealers may agree with the selling stockholder to sell a specified number of such shares at a stipulated price per share or over a stipulated period of time;

ordinary brokerage transactions; or

transactions in which the broker-dealer solicits purchasers.

Broker-dealers who acquire shares as principal may thereafter resell those shares from time to time in transactions (which may involve block trades and which may involve sales to and through other broker-dealers, including transactions of the nature described above) in the over-the-counter market, on any national securities exchange or quotation service, in privately negotiated transactions or by a combination of these methods of sale, at fixed prices that may be changed, at prevailing market prices at the time of sale, at prices related to prevailing market prices, at varying prices determined at the time of sale or at negotiated prices.

The selling stockholder may enter into hedging transactions with broker-dealers and the broker-dealers may engage in short sales of the shares in the course of hedging the positions they assume with that selling stockholder, including,

without limitation, in connection with distributions of the shares by these broker-dealers. The selling stockholder may enter into option or other transactions with broker-dealers that involve the delivery of the shares offered to the broker-dealers, who may then resell or otherwise transfer those shares. The selling stockholder may also loan or pledge its shares to a broker-dealer and, upon the default of the selling stockholder, the broker-dealer may sell or otherwise transfer such shares from time to time pursuant to this prospectus supplement. If dealers are utilized in the sale of shares of common stock, the names of the dealers and the terms of the transaction will be set forth in a prospectus supplement, if required by law.

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The selling stockholder may also sell shares of the common stock through agents designated by it from time to time. We will name any agent involved in the offer or sale of such shares and will list commissions payable by the selling stockholder to these agents in a prospectus supplement, if required by law. Unless indicated in the prospectus supplement, the agents will have agreed to use their reasonable best efforts to solicit purchases for the period of their appointment.

The selling stockholder may indemnify underwriters, dealers or agents who participate in the distribution of the shares of common stock against certain liabilities, including liabilities under the Securities Act and agree to contribute to payments which these underwriters, dealers or agents may be required to make.

In order to comply with the securities laws of some states, if applicable, the shares of common stock may be sold in these jurisdictions only through registered or licensed brokers or dealers. In addition, in some states such shares may not be sold unless they have been registered or qualified for sale or an exemption from registration or qualification requirements is available and is complied with.

The selling stockholder and any underwriters, broker-dealers or agents that participate in the sale of the shares of common stock may be underwriters within the meaning of Section 2(11) of the Securities Act. Any discounts, commissions, concessions or profit they earn on any resale of such shares may be underwriting discounts and commissions under the Securities Act. If the selling stockholder qualifies as an underwriter within the meaning of Section 2(11) of the Securities Act, it will be subject to the prospectus delivery requirements of the Securities Act. The selling stockholder has acknowledged that it understands its obligations to comply with the provisions of the Exchange Act and the rules thereunder relating to stock manipulation, particularly Regulation M.

The selling stockholder does not intend to use any means of distributing or delivering the prospectus, including this prospectus supplement, other than by hand or the mails, and the selling stockholder does not intend to use any forms of prospectus other than printed prospectuses.

Once sold under the shelf registration statement on Form S-3, of which this prospectus supplement forms a part, the shares of common stock will be freely tradeable in the hands of persons other than our affiliates.

CERTAIN UNITED STATES FEDERAL TAX CONSEQUENCES FOR NON-U.S. STOCKHOLDERS

The following discussion is a general summary of the material U.S. federal income tax consequences of the ownership and disposition of our common stock applicable to Non-U.S. Holders. As used in this prospectus supplement, a Non-U.S. Holder means a beneficial owner of our common stock that is neither a U.S. person nor a partnership for U.S. federal income tax purposes, and that will hold shares of our common stock as capital assets. For U.S. federal income tax purposes, a U.S. person includes:

an individual who is a citizen or resident of the United States;

a corporation (or any other entity treated as a corporation for U.S. federal income tax purposes) created or organized in, or under the laws of, the United States, any state thereof or the District of Columbia;

an estate the income of which is includible in gross income regardless of its source; or

a trust that (a) is subject to the primary supervision of a court within the United States and the control of one or more U.S. persons or (b) otherwise has validly elected to be treated as a U.S. domestic trust.

If a partnership (including an entity treated as a partnership for U.S. federal income tax purposes) holds shares of our common stock, the U.S. federal income tax treatment of the partnership and each partner generally will depend on the status of the partner and the activities of the partnership and the partner. Partnerships acquiring our common stock, and partners in such partnerships, should consult their own tax advisors with respect to the U.S. federal income tax consequences of the ownership and disposition of our common stock.

This summary does not consider specific facts and circumstances that may be relevant to a particular Non-U.S. Holder's tax position and does not consider U.S. state and local or non-U.S. tax consequences. It also does not consider Non-U.S. Holders subject to special tax treatment under the U.S. federal income tax laws (including partnerships or other pass-through entities, banks and insurance companies, dealers in securities, holders of our

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common stock held as part of a straddle, hedge, conversion transaction or other risk-reduction transaction, controlled foreign corporations, passive foreign investment companies, companies that accumulate earnings to avoid U.S. federal income tax, foreign tax-exempt organizations, former U.S. citizens or residents, persons who hold or receive common stock as compensation and persons subject to the alternative minimum tax). This summary is based on provisions of the U.S. Internal Revenue Code of 1986, as amended (the Code), applicable Treasury regulations, administrative pronouncements of the U.S. Internal Revenue Service (IRS) and judicial decisions, all as in effect on the date hereof, and all of which are subject to change, possibly on a retroactive basis, and different interpretations.

This summary is included herein as general information only. Accordingly, each prospective Non-U.S. Holder is urged to consult its own tax advisor with respect to the U.S. federal, state, local and non-U.S. income, estate and other tax consequences of owning and disposing of our common stock.

U.S. Trade or Business Income

For purposes of this discussion, dividend income and gain on the sale or other taxable disposition of our common stock will be considered to be U.S. trade or business income if such income or gain is (a) effectively connected with the conduct by a Non-U.S. Holder of a trade or business within the United States and (b) in the case of a Non-U.S. Holder that is eligible for the benefits of an income tax treaty with the United States, attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States. Generally, U.S. trade or business income is not subject to U.S. federal withholding tax (provided the Non-U.S. Holder complies with applicable certification and disclosure requirements); instead, U.S. trade or business income is subject to U.S. federal income tax on a net income basis at regular U.S. federal income tax rates in the same manner as a U.S. person. Any U.S. trade or business income received by a corporate Non-U.S. holder may be subject to an additional branch profits tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty.

Dividends

Distributions of cash or property that we pay will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). A Non-U.S. Holder generally will be subject to U.S. federal withholding tax at a 30% rate, or, if the Non-U.S. Holder is eligible, at a reduced rate prescribed by an applicable income tax treaty, on any dividends received in respect of our common stock. If the amount of a distribution exceeds our current and accumulated earnings and profits, such excess first will be treated as a tax-free return of capital to the extent of the Non-U.S. Holder's tax basis in our common stock (with a corresponding reduction in such Non-U.S. Holder's tax basis in our common stock), and thereafter will be treated as capital gain. In order to obtain a reduced rate of U.S. federal withholding tax under an applicable income tax treaty, a Non-U.S. Holder will be required to provide a properly executed IRS Form W-8BEN certifying under penalties of perjury its entitlement to benefits under the treaty. Special certification requirements and other requirements apply to certain Non-U.S. Holders that are entities rather than individuals. A Non-U.S. Holder of our common stock that is eligible for a reduced rate of U.S. federal withholding tax under an income tax treaty may obtain a refund or credit of any excess amounts withheld by filing an appropriate claim for a refund with the IRS on a timely basis. A Non-U.S. Holder should consult its own tax advisor regarding its possible entitlement to benefits under an income tax treaty and the filing of a U.S. tax return for claiming a refund of U.S. federal withholding tax.

The U.S. federal withholding tax does not apply to dividends that are U.S. trade or business income, as defined above, of a Non-U.S. Holder who provides a properly executed IRS Form W-8ECI, certifying under penalties of perjury that the dividends are effectively connected with the Non-U.S. Holder's conduct of a trade or business within the United States.

Dispositions of Our Common Stock

A Non-U.S. Holder generally will not be subject to U.S. federal income or withholding tax in respect of any gain on a sale or other disposition of our common stock unless:

the gain is U.S. trade or business income, as defined above;

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the Non-U.S. Holder is an individual who is present in the United States for 183 or more days in the taxable year of the disposition and meets other conditions; or

we are or have been a U.S. real property holding corporation (a USRPHC) under section 897 of the Code at any time during the shorter of the five-year period ending on the date of disposition and the Non-U.S. Holder's holding period for our common stock.

In general, a corporation is a USRPHC if the fair market value of its U.S. real property interests (as defined in the Code and applicable Treasury regulations) equals or exceeds 50% of the sum of the fair market value of its worldwide real property interests and its other assets used or held for use in a trade or business. If we are determined to be a USRPHC, the U.S. federal income and withholding taxes relating to interests in USRPHCs nevertheless will not apply to gains derived from the sale or other disposition of our common stock by a Non-U.S. Holder whose shareholdings, actual and constructive, at all times during the applicable period, amount to 5% or less of our common stock, provided that our common stock is regularly traded on an established securities market. We are not currently a USRPHC, and we do not anticipate becoming a USRPHC in the future. However, no assurance can be given that we will not be a USRPHC, or that our common stock will be considered regularly traded, when a Non-U.S. Holder sells its shares of our common stock.

Federal Estate Tax

Any of our common stock held by an individual Non-U.S. Holder at the time of death will be included in such holder's gross estate for U.S. federal estate tax purposes, unless an applicable estate tax treaty provides otherwise.

Information Reporting and Backup Withholding Requirements

We must annually report to the IRS and to each Non-U.S. Holder any dividend income that is subject to U.S. federal withholding tax, or that is exempt from such withholding tax pursuant to an income tax treaty. Copies of these information returns also may be made available under the provisions of a specific treaty or agreement to the tax authorities of the country in which the Non-U.S. Holder resides. Under certain circumstances, the Code imposes a backup withholding obligation (currently at a rate of 28%) on certain reportable payments. Dividends paid to a Non-U.S. Holder of our common stock generally will be exempt from backup withholding if the Non-U.S. Holder provides a properly executed IRS Form W-8BEN or otherwise establishes an exemption.

The payment of the proceeds from the disposition of our common stock to or through the U.S. office of any broker, U.S. or foreign, will be subject to information reporting and possible backup withholding unless the holder certifies as to its non-U.S. status under penalties of perjury or otherwise establishes an exemption, provided that the broker does not have actual knowledge or reason to know that the holder is a U.S. person or that the conditions of any other exemption are not, in fact, satisfied. The payment of the proceeds from the disposition of our common stock to or through a non-U.S. office of a non-U.S. broker will not be subject to information reporting or backup withholding unless the non-U.S. broker has certain types of relationships with the United States (a U.S. related person). In the case of the payment of the proceeds from the disposition of our common stock to or through a non-U.S. office of a broker that is either a U.S. person or a U.S. related person, the Treasury regulations require information reporting (but not the backup withholding) on the payment unless the broker has documentary evidence in its files that the holder is a Non-U.S. Holder and the broker has no knowledge to the contrary. Non-U.S. Holders should consult their own tax advisors on the application of information reporting and backup withholding to them in their particular circumstances (including upon their disposition of our common stock).

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from a payment to a Non-U.S. Holder will be refunded or credited against the Non-U.S. Holder's U.S. federal income tax liability, if any, if the Non-U.S. Holder provides the required information to the IRS on a timely basis.

Non-U.S. Holders should consult their own tax advisors regarding the filing of a U.S. tax return for claiming a refund of such backup withholding.

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LEGAL MATTERS

The validity of the shares of our common stock offered in this supplement will be passed upon for us by Cravath, Swaine & Moore LLP, New York, New York.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control (which is included in Management's Report on Internal Control Over Financial Reporting) incorporated in this prospectus supplement by reference to the Annual Report on Form 10-K for the year ended December 27, 2008 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in accounting and auditing.

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PROSPECTUS

FIRST SOLAR, INC.

**Common Stock
Debt Securities
Preferred Stock
Warrants**

The securities covered by this prospectus may be sold from time to time by First Solar, Inc. In addition, selling security holders to be named in a prospectus supplement may offer and sell from time to time securities in such amounts as are set forth in such prospectus supplement. We may, and any selling security holder may, offer the securities independently or together in any combination for sale directly to purchasers or through underwriters, dealers or agents to be designated at a future date. Unless otherwise set forth in a prospectus supplement, we will not receive any proceeds from the sale of securities by any selling security holder.

When we offer securities, we will provide you with a prospectus supplement describing the specific terms of the specific issue of securities, including the offering price of the securities. You should carefully read this prospectus and the prospectus supplement relating to the specific issue of securities, together with the documents we incorporate by reference, before you decide to invest in any of these securities.

Our common stock is traded on The Nasdaq Global Select Market under the symbol FSLR.

Investing in our securities involves a high degree of risk. See Risk Factors on page 2 of this prospectus. You should carefully review the risks and uncertainties described under the heading Risk Factors contained in the applicable prospectus supplement and any related free writing prospectus, and under similar headings in the other documents that are incorporated by reference into this prospectus.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The securities may be offered and sold to or through underwriters, dealers or agents as designated from time to time, or directly to one or more other purchasers or through a combination of such methods. See Plan of Distribution on page 14. If any underwriters, dealers or agents are involved in the sale of any of the securities, their names, and any applicable purchase price, fee, commission or discount arrangements between or among them, will be set forth, or will be calculable from the information set forth, in the applicable prospectus supplement.

Prospectus Dated April 2, 2009.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-3 that we filed with the U.S. Securities and Exchange Commission, which we refer to in this prospectus as the SEC, using the shelf registration process. Under the shelf registration process, we, or certain of our security holders, may from time to time sell the securities described in this prospectus in one or more offerings.

This prospectus provides you with a general description of the securities that we or a selling security holder may offer. Each time we, or, under certain circumstances, our security holders, sell securities in a manner not described herein, we will provide you with a prospectus supplement containing specific information about the terms of the offering and the means of distribution of the securities. The prospectus supplement may also add, update or change information contained in this prospectus and may include other special considerations applicable to such offering of securities. If there is any inconsistency between the information in this prospectus and any prospectus supplement, you should rely on the information in the prospectus supplement. You should read carefully this prospectus and any pr