

SUNPOWER CORP  
Form 8-K  
May 22, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 22, 2013**

**SunPower Corporation**

(Exact name of registrant as specified in its charter)

001-34166

(Commission

File Number)

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**Delaware**  
(State or other jurisdiction

**94-3008969**  
(I.R.S. Employer

of incorporation)

Identification No.)

**77 Rio Robles, San Jose, California 95134**

(Address of principal executive offices, with zip code)

**(408) 240-5500**

(Registrant's telephone number, including area code)

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 (*see* General Instruction A.2. below):

- .. 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))

**Item 7.01. Regulation FD Disclosure.**

On May 22, 2013, SunPower Corporation ( SunPower ) issued a press release announcing that it intends to offer, subject to market and other conditions, \$300 million in aggregate principal amount of senior convertible debentures (the Debentures ). The Debentures will mature in June 2018 and will be convertible into shares of SunPower s common stock, par value \$0.001 per share. The Debentures will be offered and sold in a private offering made in reliance upon exemptions from the registration requirements of the Securities Act of 1933 (the Securities Act ). \$100 million in aggregate principal amount of the Debentures will be offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and the remaining \$200 million in aggregate principal amount of the Debentures will be offered to Total Gas & Power USA, SAS, a subsidiary of Total S.A. which owns approximately 65% of SunPower s outstanding common stock and which is an institutional accredited investor pursuant to Regulation D under the Securities Act. The full text of the press release is being furnished as Exhibit 99.1 to this report.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in Item 7.01 of this report and in the press release is deemed to be furnished and shall not be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended. The information set forth in Item 7.01 of this report shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

99.1 Press release dated May 22, 2013.

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.

SUNPOWER CORPORATION

Date: May 22, 2013

By: /s/ Charles D. Boynton  
Name: Charles D. Boynton  
Title: Executive Vice President and Chief  
Financial Officer

EXHIBIT INDEX

99.1 Press release dated May 22, 2013.