

AES CORP
Form S-8
April 24, 2009

As filed with the Securities and Exchange Commission on April 24, 2009

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)

54-1163725
(I.R.S. Employer
Identification Number)

4300 Wilson Boulevard, Suite 1100

Arlington, Virginia 22203

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(Address of principal executive offices)

The AES Corporation Retirement Savings Plan

(formerly called The AES Corporation Profit Sharing and Stock Ownership Plan)

(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

(703) 522-1315

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

Copy to:

John E. McGrady III, Esq.

Buchanan Ingersoll & Rooney PC

One Oxford Centre

301 Grant Street, 20th Floor

Pittsburgh, Pennsylvania 15219-1410

(412) 562-8800

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 x

Accelerated filer o

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

Smaller reporting company o

CALCULATION OF REGISTRATION FEE

| Title 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 |
|---|--------------------------------|--|--|-----------------------------------|
| Common Stock, par value \$0.01 (1) Pursuant to Rule 457(h) of the Securities Act of 1933, as amended (the 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 April 20, 2009. | 20,000,000(2)(3) | \$ 6.70 | \$ 134,000,000 | \$ 7,478 |

(2) In addition, pursuant to Rule 416(c) under the Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to The AES Corporation Retirement Savings Plan (the Plan).

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(3) 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 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.

The Exhibit Index for this registration statement is at page 5.

STATEMENT

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 (and plan interests) covered by The AES Corporation Retirement Savings Plan (formerly called The AES Corporation Profit Sharing and Stock Ownership Plan) (the Plan) the same classes of securities for which registration statements on Form S-8 were previously filed and declared effective (Registration Nos. 333-97707 and 333-112331) in connection with the Plan. The contents of Registration Nos. 333-97707 and 333-112331 are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

| Exhibit No. | Description | Method of Filing |
|--------------------|--|--|
| 5.1 | Opinion of Buchanan Ingersoll & Rooney PC | Filed herewith. |
| 23.1 | Consent of Registered Independent Public Accounting Firm | Filed herewith. |
| 23.2 | Consent of Registered Independent Public Accounting Firm | Filed herewith. |
| 23.3 | Consent of Buchanan Ingersoll & Rooney PC | (included in its opinion filed as Exhibit 5.1 hereto). |
| 24.1 | Power of Attorney | Filed herewith. |

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, 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 24th day of April, 2009.

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, this registration statement has been signed by the following persons in the capacities indicated on this 24th day of April, 2009.

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

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/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:
Brian A. Miller
Attorney-in-fact

/s/ Brian A. Miller

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on this 24th day of April, 2009.

THE AES CORPORATION RETIREMENT SAVINGS PLAN

By:

/s/ Rita Trehan
Rita Trehan
Vice President of Human Resources,
on behalf of the Plan Administrator

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