
**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): April 1, 2014

SunPower Corporation
(Exact name of registrant as specified in its charter)

001-34166
(Commission File Number)

Delaware
(State or other jurisdiction
of incorporation)

94-3008969
(I.R.S. Employer
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 April 1, 2014 SunPower Corporation issued a press release announcing the upcoming maturity of its 4.75% Senior Convertible Debentures due 2014. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 7.01 of this Form 8-K and the press release furnished as Exhibit 99.1 to this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated April 1, 2014

SIGNATURE

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: April 1, 2014

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

FOR IMMEDIATE RELEASE

SunPower Contacts:

InvestorsBob Okunski
408-240-5447Bob.Okunski@sunpowercorp.com**Media**Helen Kendrick
408-240-5585Helen.Kendrick@sunpowercorp.com

SunPower Announces Upcoming Maturity of its 4.75 Percent Senior Convertible Debentures due 2014

SAN JOSE, Calif., April 1, 2014 – SunPower Corp. (NASDAQ: SPWR) today announced that its 4.75 percent senior convertible debentures due 2014 will mature on April 15, 2014, the maturity date. The debentures were issued beginning April 28, 2009 in a total principal amount of \$230 million through a public offering. As of April 1, 2014 an aggregate principal amount of \$229.96 million of the debentures have not yet been converted and remain issued and outstanding.

According to the base indenture and the third supplemental indenture governing the debentures, holders have the right, but are not obligated, to convert the debentures into shares of SunPower's common stock at any time before 5:00 p.m. EDT on Monday, April 14, 2014 (the conversion deadline), which is the business day immediately preceding the maturity date. Holders who convert before the conversion deadline are also entitled to receive any accrued and unpaid interest up to, but not including, the maturity date. The current conversion rate is 37.8788 shares of common stock per \$1,000 principal amount of debentures (equivalent to a conversion price of approximately \$26.40 per share), which is subject to adjustment in the event of certain fundamental changes. Holders must properly elect to convert their debentures before the conversion deadline in order to receive shares.

Holders who do not convert their debentures before the conversion deadline will only be entitled to receive \$1,000 in cash for each \$1,000 in principal amount of debentures, together with any accrued and unpaid interest up to, but not including, the maturity date.

To properly elect to convert any debenture before the conversion deadline, a holder must: (i) in the case of debentures held through the Depository Trust Company (DTC), deliver to DTC the appropriate instruction form for conversion per DTC's conversion program and, if required under the base and supplemental indentures, pay certain tax-related amounts, or (ii) in the case of certificated debentures, complete and sign the conversion notice on the back of the debentures, deliver the completed conversion notice and the debentures to the conversion agent along with any required endorsements and transfer documents, and, if required, pay certain tax-related amounts.

On April 28, 2009, SunPower publicly filed a prospectus supplement with the Securities and Exchange Commission that describes the debentures; the base indenture was filed on a Form 8-K on February 8, 2007; and the third supplemental indenture, which includes additional information about holders' conversion rights and proper conversion procedures, was filed on a Form 8-K on May 6, 2009. These documents are also available on SunPower's Investor Relations website at <http://investors.sunpower.com/sec.cfm>.

Wells Fargo Bank, National Association, is the trustee for the holders of the debentures and the paying agent and the conversion agent under the indenture. Questions addressed to Wells Fargo Bank, National Association, including questions relating to conversion or payment mechanics, may be directed to Bondholder Communications, telephone number +1 (800) 344-5128 and address Wells Fargo Bank, N.A., Northstar East Building, 608 2nd Ave. So., 12th Floor, Minneapolis, Minn.

About SunPower

SunPower Corp. (NASDAQ: SPWR) designs, manufactures and delivers the highest efficiency, highest reliability solar panels and systems available today. Residential, business, government and utility customers rely on the company's quarter century of experience and guaranteed performance to provide maximum return on investment throughout the life of the solar system. Headquartered in San Jose, Calif., SunPower has offices in North America, Europe, Australia, Africa and Asia. For more information, visit www.SunPower.com.

SunPower is a registered trademark of SunPower Corp. All other trademarks are the property of their respective owners.