
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): August 9, 2018

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))

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Introductory Note

As previously disclosed, SunPower Corporation, a Delaware corporation (the “Company”), entered into an Asset Purchase Agreement (the “Purchase Agreement”), dated June 12, 2018, with Enphase Energy, Inc., a Delaware corporation (“Enphase”), pursuant to which the Company agreed to sell and Enphase agreed to purchase assets primarily relating to the Company’s module level power electronics development, manufacturing, marketing and sales business (the “Business”) for the following consideration: (i) \$15,000,000 payable in cash (the “Initial Cash Payment”) at the closing under the Purchase Agreement (the “Closing”); (ii) 7,500,000 shares of Enphase common stock issuable to SunPower at the Closing (the “Closing Shares”); and (iii) an additional cash payment of \$10,000,000 payable by Enphase to SunPower on the earlier of the four-month anniversary of the Closing and December 28, 2018 (the “Additional Cash Payment”).

Item 1.01. Entry into a Material Definitive Agreement.

On August 9, 2018, in connection with the Closing under the Purchase Agreement, the Company and Enphase entered into a Master Supply Agreement (the “MSA”). Pursuant to the MSA, with certain exceptions, the Company has agreed to exclusively procure module-level power electronics (“MLPE”) and alternating current (“AC”) cables (“AC Cables”) from Enphase to meet all of its needs for MLPE and AC Cables for the manufacture and distribution of AC modules and discrete MLPE system solutions for the U.S. residential market, including the Company’s current Equinox solution and any AC module-based successor products. The Company has also agreed not to pair any third-party MLPE or AC Cables with any of its modules for use in the grid-tied U.S. residential market where an Enphase MLPE is qualified and certified for such module. Under the MSA, the Company has agreed to use its best efforts to transition to purchasing Enphase products in accordance with the MSA as soon as possible following execution of the MSA. The MSA does not otherwise restrict the Company from manufacturing, selling or purchasing any goods or products other than as restricted by the exclusivity provisions under the MSA. In consideration of the Company’s exclusivity undertakings, Enphase has agreed to prioritize and supply the applicable products under the MSA before supplying the same products to third parties. The MSA also includes customary provisions relating to requirements forecasting, warranty, liability, and quality assurance provisions.

The initial term of the MSA is through December 31, 2023, and the MSA term shall automatically be extended for successive two-year periods unless either party provides written notice of non-renewal. The MSA is subject to customary provisions permitting termination by the parties in connection with specified events of default and subject to applicable cure periods.

Item 8.01. Other Events.

On August 9, 2018, the Company and Enphase issued a joint press release announcing the closing of the transactions under the Purchase Agreement. A copy of the press release is attached hereto as Exhibit 99.1.

On August 9, 2018, in connection with the Closing under the Purchase Agreement, the Company and Enphase entered into a Stockholders Agreement (the “Stockholders Agreement”) pursuant to which the Company and Enphase agreed to, among other things: (a) a six-month lock-up period and other transfer and resale restrictions applicable to the Closing Shares; (b) registration rights with respect to the Closing Shares pursuant to which Enphase will prepare and file with the Securities and Exchange Commission a registration statement on Form S-3 to register for resale the Closing Shares on or before November 7, 2018; (c) the Company’s right to appoint one person to the Enphase board of directors for so long as the Company owns at least 55% of the Closing Shares; (d) voting agreements that require the Company, subject to certain exceptions and so long as the Company has the right to appoint one person to the Enphase board of directors, to cause the Closing Shares to be present at Enphase stockholders meetings for quorum purposes and to vote the Closing Shares in favor of Enphase’s board nominees and routine management proposals; and (e) stand-still provisions, that expire upon the earlier of (y) the termination of the Stockholders Agreement, or (z) the date of the termination of the Company’s right to appoint a director, a designee of the Company no longer serves on the Enphase board of directors and the MSA has been terminated.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	Press release dated August 9, 2018.

Enphase Energy Completes Acquisition of SunPower's Microinverter Business
Acquisition Brings Together Category Leaders in Residential Installations and Microinverters

PETALUMA, Calif. and SAN JOSE, Calif., Aug. 9, 2018- [Enphase Energy, Inc.](#) (NASDAQ:ENPH), and [SunPower Corp.](#) (NASDAQ:SPWR), today announced that Enphase has completed the previously announced acquisition of SunPower's microinverter business for a total of \$25 million in cash and 7.5 million shares of Enphase common stock. Key anticipated benefits and highlights of the acquisition include:

- Advances AC Modules (ACM) as the future of residential solar
- Enhances SunPower's Equinox™ Home Solar System with a custom line of Enphase's IQ microinverters for use with SunPower AC Modules
- Adds over 140 patents to enhance Enphase's strong IP portfolio
- \$15 million of cash purchase price funded from Enphase's balance sheet at closing and \$10 million of cash purchase price to be funded by 12/28/2018

"We are excited to close the acquisition of SunPower's microinverter business ahead of plan," said Badri Kothandaraman, president and CEO of Enphase Energy. "We now expect volume shipments of IQ 7XS microinverters in the fourth quarter of 2018 and an acceleration of the ramp throughout 2019. The business is on track to achieve its full revenue and gross margin potential. ACM is a significant component of our profitable top line growth strategy. We look forward to being a strong innovation partner for SunPower."

IQ 7 is Enphase's seventh-generation microinverter platform leading the industry with its software-defined architecture, broad regulatory compliance and advanced "Smart Grid" features. The IQ 7XS microinverter offers 97.5% CEC efficiency and was designed specifically for SunPower's X Series 96-cell PV modules with peak AC output power of 320W and a Maximum Power Point (MPP) tracking range of 53-64V.

"We're pleased to close on our strategic partnership with Enphase, which brings together leaders in residential installations and residential microinverters," said SunPower Chairman and CEO Tom Werner. "We believe that AC modules are the future and this is an important step to accelerating global adoption, while helping to streamline and focus SunPower's business priorities."

About Enphase Energy, Inc.

Enphase Energy, a global energy technology company, delivers smart, easy-to-use solutions that connect solar generation, storage and management on one intelligent platform. The Company revolutionized solar with its microinverter technology and produces the world's only truly integrated solar plus storage solution. Enphase has shipped over 17 million microinverters, and more than 790,000 Enphase systems have been deployed in over 120 countries. For more information, visit www.enphase.com and follow the company on [Facebook](#), [LinkedIn](#) and [Twitter](#).

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About SunPower Corporation

As one of the world's most innovative and sustainable energy companies, SunPower (NASDAQ:SPWR) provides a diverse group of customers with complete solar solutions and services. Residential customers, businesses, governments, schools and utilities around the globe rely on SunPower's more than 30 years of proven experience. From the first flip of the switch, SunPower delivers maximum value and superb performance throughout the long life of every solar system. Headquartered in Silicon Valley, SunPower has dedicated, customer-focused employees in Africa, Asia, Australia, Europe, and North and South America. For more information about how SunPower is changing the way our world is powered, visit www.sunpower.com.

**Forward-Looking Statements
For Enphase Investors**

The statements contained in this press release that are not historical facts (such as statements in the future tense and statements including “advance,” “anticipate,” “believe,” “enhance,” “expect” and similar terms and concepts) and statements relating to the expected results or benefits of the SunPower transaction are forward-looking statements. Such forward looking statements include statements that Enphase expects volume shipments of IQ 7XS microinverters in the fourth quarter of 2018 and an acceleration of the ramp throughout 2019, and that the business is on track to achieve its full revenue and gross margin potential. These forward-looking statements are based on Enphase's current expectations and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements because of such risks and uncertainties, including the risks and uncertainties described in more detail in Enphase's most recent Quarterly Report on Form 10-Q and other documents on file with the SEC and available on the SEC's website at www.sec.gov. Enphase Energy undertakes no duty or obligation to update any forward-looking statements contained in this release as a result of new information, future events or changes in its expectations, except as required by law.

**Forward-Looking Statements
For SunPower Investors**

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding market trends and expected benefits of the relationship with Enphase. These forward-looking statements are based on our current assumptions, expectations and beliefs and involve substantial risks and uncertainties that may cause results, performance or achievement to materially differ from those expressed or implied by these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to: competition and market conditions in the solar and general energy industry and difficulties that may arise in managing our strategic relationship. A detailed discussion of these factors and other risks that affect our business is included in filings we make with the Securities and Exchange Commission (SEC) from time to time, including our most recent reports on Form 10-K and Form 10-Q, particularly under the heading "Risk Factors." Copies of these filings are available online from the SEC or on the SEC Filings section of our Investor Relations website at investors.sunpower.com. All forward-looking statements in this press release are based on information currently available to us, and we assume no obligation to update these forward-looking statements in light of new information or future events.

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