

**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): December 13, 2007

SunPower Corporation
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-51593
(Commission
File No.)

94-3008969
(IRS Employer
Identification No.)

3939 North First Street, San Jose, California 95134
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (408) 240-5500

N/A
(Former Name or Former Address, if Changed Since Last Report)

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 2.04. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement.

If and to the extent required by applicable rule or regulation, the information contained under Item 8.01 below is hereby incorporated by reference into this Item 2.04.

Item 8.01. Other Events

The last reported sale price of SunPower Corporation’s class A common stock equaled or exceeded both \$70.94 and \$102.80, which represent 125% of the respective applicable conversion prices for our two outstanding series of senior convertible debentures, for at least 20 of the last 30 trading days during our fourth fiscal quarter ending December 30, 2007. Accordingly, pursuant to the terms of the indenture governing our \$200 million aggregate principal amount of 1.25% senior convertible debentures due 2027 and our \$225 million aggregate principal amount of 0.75% senior convertible debentures due 2027, the market price conversion trigger has been satisfied and the debentures will be convertible during our first fiscal quarter ending March 30, 2008.

A copy of the press release, dated January 22, 2008, announcing the satisfaction of the market price conversion trigger is filed herewith as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 22, 2008

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: January 22, 2008

By: /s/ Emmanuel Hernandez

Name: Emmanuel Hernandez

Title: Chief Financial Officer

Exhibit No.	Description
99.1	Press Release dated January 22, 2008

Contacts:

Julie Blunden
SunPower Corporation
408-240-5577

Manny Hernandez
SunPower Corporation
408-240-5560

SunPower Announces Triggering Event for Convertibility of 1.25% Senior Convertible Debentures Due 2027 and 0.75% Senior Convertible Debentures Due 2027

SAN JOSE, Calif., Jan. 22, 2008— SunPower Corporation (Nasdaq: SPWR), a Silicon Valley-based manufacturer of high-efficiency solar cells, solar panels and solar systems, today announced that the last reported sale price of its class A common stock has equaled or exceeded \$70.94 and \$102.80, which represents 125% of the applicable conversion price for its two outstanding senior convertible debentures, for at least 20 of the last 30 trading days during SunPower's fourth fiscal quarter ending December 30, 2007. Accordingly, pursuant to the terms of the applicable indenture governing its \$200 million aggregate principal amount of 1.25% senior convertible debentures due 2027 and its \$225 million aggregate principal amount of 0.75% senior convertible debentures due 2027, the market price conversion trigger has been satisfied and the debentures could be convertible at the holders' option during SunPower's first fiscal quarter ending March 30, 2008. However, given that the current market value of the debentures substantially exceeds the value holders would receive upon conversion if the class A common stock remains at current levels through the applicable 20 day observation period, SunPower believes that holders may not have a significant economic incentive to convert at this time.

Pursuant to the terms of the indenture, the principal amount of any debentures surrendered for conversion must be settled in cash. To the extent that the conversion obligation exceeds the principal amount of any debentures converted, SunPower must satisfy the remaining conversion obligation of the 1.25% senior convertible debentures due 2027 in shares of its class A common stock, and maintains the right to satisfy the remaining conversion obligation of its 0.75% senior convertible debentures due 2027 in shares of its class A common stock or cash.

As a result of the class A common stock price conversion trigger, SunPower will classify the \$425 million aggregate principal amount of the debentures as short-term debt on its December 30, 2007 balance sheet. In addition, SunPower will expense approximately \$8.2 million and \$1.0 million of unamortized debt issuance costs in its fourth fiscal quarter of 2007 and first fiscal quarter of 2008, respectively. These non-cash charges will be excluded for purposes of SunPower's non-GAAP net income reporting. If the class A common stock price conversion test is not met in a subsequent quarter, the debentures may be re-classified as non-current debt as of the end of such quarter.

SunPower's principal current sources of liquidity are cash on its balance sheet, cash generated by operations and borrowings under its credit facilities. Based on SunPower's current financial condition, management believes that liquidity from these sources, combined with the potential availability of future sources of funding, including accessing debt and equity markets, will be adequate to fund SunPower's current and long-term debt obligations, and fund its planned capital expenditures and business plans over the next 12 months.

About SunPower

SunPower Corporation (Nasdaq: SPWR) designs, manufactures and delivers high-performance solar electric systems worldwide for residential, commercial and utility-scale power plant customers. SunPower high-efficiency solar cells and solar panels generate up to 50 percent more power than conventional solar technologies and have a uniquely attractive, all-black appearance. With headquarters in San Jose, Calif., SunPower has offices in North America, Europe and Asia. For more information, visit www.sunpowercorp.com. SunPower is a majority-owned subsidiary of Cypress Semiconductor Corp. (NYSE: CY).

FORWARD-LOOKING STATEMENT

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are statements that do not represent historical facts. SunPower uses words and phrases such as “believe” and similar expressions to identify forward-looking statements. Forward-looking statements in this press release include, but are not limited to, our belief that holders of our senior convertible notes may not have a significant economic incentive to convert at this time because the current market value of the debentures substantially exceeds the value holders would receive upon conversion if the class A common stock remains at current levels through the applicable 20 day observation period, and our belief that the sources of liquidity described above will be sufficient to fund our obligations and operations for the next 12 months. Such statements are based on management’s current expectations and are subject to a number of factors and uncertainties, including the volatility of the trading price of SunPower’s class A common stock, the associated market value of the debentures, the individual motivations of particular holders of our debentures, our ability to generate cash from operations and from debt and equity financing sources, and other risks described in SunPower’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2007 and other filings with the Securities Exchange Commission. These forward-looking statements should not be relied upon as representing SunPower’s views as of any subsequent date, and SunPower is under no obligation to, and expressly disclaims any responsibility to, update or alter its forward-looking statements, whether as a result of new information, future events or otherwise.

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