

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO**

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 5)**

**SunPower Corporation**

(Name of Subject Company – Issuer)

**Total Gas & Power USA, SAS**

an indirect wholly-owned subsidiary of

**TOTAL S.A.**

(Names of Filing Persons – Offeror)

**CLASS A COMMON STOCK, PAR VALUE \$0.001 PER SHARE  
CLASS B COMMON STOCK, PAR VALUE \$0.001 PER SHARE**

(Title of Class of Securities)

**867652109**

**867652307**

(CUSIP Number of Class of Securities)

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount of Filing Fee**
\$1,394,457,856.50	\$161,897

\* Estimated for purposes of calculating the amount of the filing fee only. The transaction valuation was calculated by multiplying 34,756,682 shares of Class A Common Stock and 25,220,000 shares of Class B Common stock, which is 59,976,682 total shares of common stock, by the offer price of \$23.25 per share of common stock of SunPower.

\*\* Estimated for purposes of calculating the amount of the filing fee only. The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934 by multiplying the transaction value by .0001161.

☒ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and date of its filing.

Amount Previously Paid: \$160,244

Filing Party: Total Gas & Power USA, SAS and TOTAL S.A.

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☒ third-party tender offer subject to Rule 14d-1.
- ☐ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☒

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- ☐ Rule 13e-4(i) (cross-border issuer tender offer).
  - ☐ Rule 14d-1(d) (cross-border third-party tender offer).
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This Amendment No. 5 (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 3, 2011 (as amended, supplement or modified from time to time, the “**Schedule TO**”) by Total S.A., a *société anonyme* organized under the laws of the Republic of France (“**Total**”), and Total Gas & Power USA, SAS, a *société par actions simplifiée* organized under the laws of the Republic of France and an indirect wholly owned subsidiary of Total (“**Purchaser**”). The Schedule TO relates to the offer by Purchaser to purchase up to 34,144,400 shares of Class A Common Stock, par value \$0.001 per share, of SunPower Corporation, a Delaware corporation (“**SunPower**”), together with the associated preferred stock purchase rights issued in connection with and subject to the Rights Agreement (the “**Rights Agreement**”), dated as of August 12, 2008, by and between SunPower and Computershare Trust Company, N.A., as amended (the “**Class A Shares**”), and up to 25,220,000 shares of Class B Common Stock, par value \$0.001 per share, of SunPower, together with the associated preferred stock purchase rights issued in connection with and subject to the Rights Agreement (the “**Class B Shares**” and together with the Class A Shares, the “**Shares**”), for \$23.25 per Share, net to the holder thereof in cash (the “**Offer Price**”), without interest and less applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 3, 2011 (as amended, supplemented or otherwise modified from time to time, the “**Offer to Purchase**”) and the related Letter of Transmittal (as amended, supplemented or otherwise modified from time to time, the “**Letter of Transmittal**”), copies of which are attached as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule TO, respectively (which collectively constitute the “**Offer**”).

This Amendment is the final amendment of the Schedule TO and, in accordance with Instruction H of the General Instructions to Schedule TO, constitutes Total’s and Purchaser’s disclosure under Section 13(d) of the Securities Exchange Act of 1934, as amended, with respect to the Shares Purchaser acquired in the Offer.

The information set forth in the Offer to Purchase is hereby incorporated by reference in answer to Items 1 through 11 of the Schedule TO and is amended, supplemented and modified by the information specifically provided in this Amendment. All capitalized terms used in this Amendment but not otherwise defined herein have the meanings given to them in the Offer to Purchase.

The items of the Schedule TO set forth below are hereby amended and supplemented as follows:

### **Items 1 through 11 and Item 13**

At 12:00 midnight, New York City time, on Tuesday, June 14, 2011, the Offer expired. The Depositary for the Offer has advised Total and Purchaser that, as of the expiration of guaranteed delivery period associated with the Offer, a total of 37,009,624 Class A Shares and 38,732,300 Class B Shares were validly tendered and not properly withdrawn in accordance with the terms of the Offer (including Shares delivered by guaranteed delivery procedures), representing approximately 63.9% of the Class A Shares and 92.1% of the Class B Shares outstanding at the close of business on June 13, 2011.

Purchaser has accepted for payment 34,756,682 Class A Shares and 25,220,000 Class B Shares validly tendered and not properly withdrawn in accordance with the terms of the Offer and payment for such Shares will be made promptly, in accordance with the terms of the Offer.

The final proration factor, as reported to Purchaser by the Depositary, was 93.91246% for the Class A Shares and 65.11365% for the Class B Shares (including Shares delivered through guaranteed delivery procedures).

On June 21, 2011, Total and SunPower issued a press release announcing the successful completion of and the final proration factors for the Offer. The full text of the press release is set forth as Exhibit (a)(1)(K) hereto and is incorporated by reference herein.

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**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended, supplemented and modified to add the following exhibit:

(a)(1)(K) Press release dated June 21, 2011.\*\*

\*\* Filed herewith.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 21, 2011

TOTAL S.A.

By: /s/ Jérôme Schmitt

Name: Jérôme Schmitt

Title: Treasurer

TOTAL GAS & POWER USA, SAS

By: /s/ Arnaud Chaperon

Name: Arnaud Chaperon

Title: Chairman

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## EXHIBIT INDEX

- (a)(1)(A) Offer to Purchase, dated May 3, 2011.\* †
- (a)(1)(B) Letter of Transmittal (including Substitute Form W-9).\* †
- (a)(1)(C) Notice of Guaranteed Delivery.\* †
- (a)(1)(D) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\* †
- (a)(1)(E) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\* †
- (a)(1)(F) Press Release, issued on April 28, 2011, incorporated herein by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by SunPower on April 28, 2011.
- (a)(1)(G) Form of Summary Advertisement as published on May 3, 2011 in The Wall Street Journal.\*
- (a)(1)(H) Press release dated May 24, 2011.\*
- (a)(1)(I) Press release dated June 7, 2011.\*
- (a)(1)(J) Press release dated June 15, 2011.\*
- (a)(1)(K) Press release dated June 21, 2011.\*\*
- (b) Not applicable.
- (d)(1) Tender Offer Agreement, dated as of April 28, 2011, by and between Purchaser and SunPower, incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by SunPower on May 2, 2011.
- (d)(2) Credit Support Agreement, dated as of April 28, 2011, by and between Total and SunPower, incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by SunPower on May 2, 2011.
- (d)(3) Affiliation Agreement, dated as of April 28, 2011, by and between Purchaser and SunPower, incorporated herein by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by SunPower on May 2, 2011.
- (d)(4) Registration Rights Agreement, dated as of April 28, 2011, by and between Purchaser and SunPower, incorporated herein by reference to Exhibit 10.6 to the Current Report on Form 8-K filed by SunPower on May 2, 2011.
- (d)(5) Research & Collaboration Agreement, dated as of April 28, 2011, by and between Purchaser and SunPower, incorporated herein by reference to Exhibit 10.5 to the Current Report on Form 8-K filed by SunPower on May 2, 2011.
- (d)(6) Guaranty, dated as of April 28, 2011, by and between Total and SunPower, incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by SunPower on May 2, 2011.
- (d)(7) Guaranty, dated as of April 28, 2011, by and between Total and SunPower, incorporated herein by reference to Exhibit 10.4 to the Current Report on Form 8-K filed by SunPower on May 2, 2011.
- (d)(8) Confidentiality Agreement, as amended and restated, dated as of November 4, 2010 by and between Total Gas & Power Ventures SAS and SunPower.\*
- (d)(9) Amendment to Tender Offer Agreement, dated as of June 7, 2011, by and between Purchaser and SunPower, incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by SunPower on June 7, 2011.
- (d)(10) Amendment to Affiliation Agreement, dated as of June 7, 2011, by and between Purchaser and SunPower, incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by SunPower on June 7, 2011.
- (d)(11) Amendment to Credit Support Agreement, dated as of June 7, 2011, by and between Purchaser and SunPower, incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by SunPower on June 7, 2011.
- (d)(12) Amendment to Research & Collaboration Agreement, dated as of June 7, 2011, by and between Purchaser and SunPower, incorporated herein by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by SunPower on June 7, 2011.
- (g) Not applicable.
- (h) Not applicable.

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\* Previously filed.

† Included in mailing to stockholders.

\*\* Filed herewith.



**Press release**

**Contacts:**

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**Final results of Total's Friendly Tender Offer on SunPower**

**PARIS and SAN JOSE, Calif.**, June 21, 2011 – Total (CAC: TOTF.PA) and SunPower Corp. (NASDAQ: SPWRA, SPWRB) today announced the final results of Total's all-cash tender offer on SunPower and confirmed the success of the transaction. As a result of completing the tender offer, Total owns 60 percent of both SunPower's Class A and Class B common stock.

Based on the final count by Computershare Trust Company, N.A., the depositary for the offer, 37,009,624 shares of Class A common stock and 38,732,300 shares of Class B common stock were validly tendered and not properly withdrawn (including shares validly tendered pursuant to guaranteed delivery procedures).

Accordingly, Total has accepted for payment an aggregate of 34,756,682 shares of Class A common stock and 25,220,000 shares of Class B common stock (including 30,220,701 shares of Class A common stock and 25,220,000 shares of Class B common stock previously announced as having been accepted) at a purchase price of \$23.25 per share, for a total cost of approximately \$1.4 billion.

The depositary has calculated the final proration factor to be approximately 93.9 percent for the Class A common stock and 65.1 percent for the Class B common stock (including shares validly tendered pursuant to guaranteed delivery procedures).

The depositary will promptly issue payment for the shares validly tendered and accepted for purchase under the tender offer and will return all other tendered shares.

SunPower's shares will continue to trade on NASDAQ under the symbols "SPWRA" and "SPWRB."

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## About SunPower

SunPower Corporation (Nasdaq: SPWRA, SPWRB) 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 and Asia. For more information, visit [www.sunpowercorp.com](http://www.sunpowercorp.com).

## About Total

Total is one of the world's major oil and gas groups, with activities in more than 130 countries. Its 93,000 employees put their expertise to work in every part of the industry – exploration and production of oil and natural gas, refining and marketing, gas & power and trading. Total is working to keep the world supplied with energy, both today and tomorrow. The Group is also a first rank player in chemicals.

As an energy producer and provider, Total is striving to diversify its supply to help meet growing energy demand in the long term. The Group is notably investing and actively taking part in a number of renewable R&D projects, such as solar and biofuels.

Total has been active in solar energy since 1983. Through its joint venture affiliates Tenesol and Photovoltech, Total has built strong expertise all along the photovoltaic solar power chain to make this technology more reliable, efficient and competitive. Tenesol is a leading French solar panel manufacturer with an industrial footprint in Toulouse (France) and Cape Town (South Africa). Total is also a large minority shareholder in US technology companies like Konarka, which develops products based on organic solar technologies, and AE Polysilicon, which specializes in a new solar polysilicon production technology. For more information, visit [www.Total.com](http://www.Total.com).

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

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