
**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, 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
(I.R.S. 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:

- ☐ 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))
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Item 1.01. Entry into a Material Definitive Agreement

On August 9, 2007, SunPower Corporation (“SunPower”) entered into an agreement (the “Ingot/Wafer Agreement”) with NorSun AS (“NorSun”). The Ingot/Wafer Agreement provides the general terms and conditions pursuant to which NorSun is to sell and SunPower is to purchase specified annual quantities of silicon ingots at specified prices from 2007 through 2011. The Ingot/Wafer Agreement provides that NorSun will manufacture some of the ingots with polysilicon supplied by SunPower under the Polysilicon Agreement (described below) and the remaining quantities of ingots with polysilicon NorSun expects to acquire from third parties. If applicable conditions under the Ingot/Wafer Agreement are satisfied, the aggregate quantity of ingots to be purchased by SunPower from 2007 through 2011 is expected to satisfy production requirements for up to approximately 700 megawatts of solar cell manufacturing based on SunPower’s expected silicon utilization during such period.

The Ingot/Wafer Agreements also provides that during the period from 2012 through 2019 SunPower is to purchase fixed annual quantities of ingots manufactured by NorSun with polysilicon supplied by SunPower under the Polysilicon Agreement, subject to mutual agreement on pricing for such ingots and certain other conditions. If pricing and other conditions under the Ingot/Wafer Agreement are satisfied, the aggregate quantity of ingots to be purchased during such period is expected to satisfy production requirements for up to approximately 1.3 gigawatts of solar cell manufacturing based on SunPower’s expected silicon utilization during such period. During the period from 2012 through 2019, the Ingot/Wafer Agreement provides that the parties are to enter into discussions each year to determine whether mutual agreement can be reached with respect to additional annual quantities and pricing for ingots manufactured with polysilicon purchased by NorSun from third parties.

In addition, the Ingot/Wafer Agreement permits SunPower to purchase wafers from NorSun in lieu of ingots, if the parties agree upon pricing for such wafers. The aggregate value of ingots, and potentially wafers, to be purchased during the term of the Ingot/Wafer Agreement represents a material financial obligation of SunPower.

Concurrent with the execution of the Ingot/Wafer Agreement, on August 9, 2007 SunPower and NorSun also entered into an agreement (the “Polysilicon Agreement”) that provides the general terms and conditions pursuant to which SunPower is to supply and NorSun is to purchase fixed annual quantities of polysilicon at specified prices from 2007 through 2019. Such polysilicon is expected to be used by NorSun to manufacture ingots, and potentially wafers, which are to be sold to SunPower under the Ingot/Wafer Agreement. Under the Polysilicon Agreement, NorSun has agreed to make material aggregate cash advance payments to SunPower for the polysilicon, half of which became due upon signing and half of which is to be paid on or before July 1, 2008. Commencing in 2010 and continuing through 2019, these advance payments are to be applied as a credit against NorSun’s polysilicon purchases from SunPower. SunPower is to provide security for the advance payments through bank guarantees, letters of credit and/or cash or asset collateralization. SunPower plans to purchase the polysilicon to be supplied to NorSun from third parties under pre-existing agreements with such parties.

Item 7.01. Regulation FD Disclosure.

On August 15, 2007, SunPower issued a press release announcing its entry into the Ingot/Wafer Agreement and Polysilicon Agreement. A copy of the press release is attached to this report as Exhibit 99.1. In accordance with General Instruction B.2 of Form 8-K, the information set forth herein and in the press release is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The information set forth in Item 7.01 of this report shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated August 15, 2007

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.

Date: August 15, 2007

SunPower Corporation

By: /s/ Emmanuel Hernandez

Name: Emmanuel Hernandez

Title: Chief Financial Officer

Exhibit No.	Description
99.1	Press Release dated August 15, 2007

Contacts:
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408-240-5577

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SunPower Corporation
408-240-5560

SunPower Signs NorSun Ingot, Wafer and Polysilicon Agreements

SAN JOSE, Calif., Aug. 15, 2007 – SunPower Corporation (Nasdaq: SPWR), a Silicon Valley-based manufacturer of high-efficiency solar cells, solar panels and solar systems, today announced that it has signed two agreements with NorSun AS to support its solar cell manufacturing expansion plans.

Under the terms of the first agreement, SunPower will purchase sufficient silicon in ingot and potentially wafer form from NorSun to satisfy production requirements for up to approximately two gigawatts of solar cell production, based on SunPower’s expected silicon utilization during the agreement period and subject to contract conditions. Under the terms of the second agreement, NorSun will buy polysilicon from SunPower at fixed annual volumes and prices. NorSun will provide SunPower cash advance payments for the polysilicon under this agreement. Under both agreements, delivery begins in 2007 and continues through 2019.

“The NorSun agreements link our existing long-term polysilicon supply agreements and the expansion of our high-efficiency solar cell production at Fab 2 and Fab 3,” said PM Pai, chief operations officer at SunPower Corp. “By securing a large, long-term source of raw material, SunPower expects to achieve economies of scale that will contribute to our goal to reduce installed solar system costs by 50 percent by 2012. With this new agreement, NorSun, a strong new entrant into the solar market, will quickly scale their ingot and wafer manufacturing capacity in their new Årdal, Norway facility, diversifying our supply chain.”

“NorSun welcomes the opportunity to work closely with SunPower, a high-technology solar leader,” said Jon Hindar, NorSun’s CEO. “Through these agreements, NorSun establishes a strong relationship with a leading manufacturer of high-efficiency solar cells, which is well-suited to NorSun’s ambition to be a world-class supplier of ingots and high performance monocrystalline wafers.”

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 Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that do not represent historical facts. We use words such as “will,” “expect,” and similar expressions to identify forward-looking statements. Forward-looking statements in this press release include, but are not limited to, our plans and expectations regarding (a) selling polysilicon to NorSun AS, (b) purchasing ingots and wafers from NorSun AS, (c) expanding our production capacity at Fab 2 and Fab 3, and

(d) achieving economies of scale, (e) reducing installed solar system costs by 50 percent by 2012. Such statements are based on our current expectations as of the date of the release, which could change or not materialize as expected. Our actual results may differ materially due to a variety of uncertainties and risk factors, including but not limited to risks associated with (i) our ability to ramp new production lines; (ii) our ability to realize expected manufacturing efficiencies; (iii) our ability to reduce kerf loss and otherwise achieve anticipated reductions in silicon usage efficiency; (iv) production difficulties that could arise; (v) the success of our ongoing research and development efforts; (vi) our ability to obtain adequate supply of polysilicon, ingots and wafers to manufacture our products and the price we pay for such materials; (vii) the price and availability of cells and solar panels; (viii) business and economic conditions and growth trends in the solar power industry; (ix) the continuation of governmental and related economic incentives promoting the use of solar power; (xi) the potential renegotiation of or non-performance by parties to our supply and customer contracts; (xii) unforeseen manufacturing equipment delays at our fabrication facilities and panel factories; and (xiii) other risks described in our Annual Report on Form 10-K for the year ended December 31, 2006, our Quarterly Report on Form 10-Q for the quarter ended July 1, 2007, and other filings with the Securities and Exchange Commission. You should also carefully review reports that we file with the Securities and Exchange Commission, including without limitation such Form 10-K and Form 10-Q. Except as required by law, we assume no obligation to update any such forward-looking statements.

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