

SUNPOWER CORP  
Form 8-A12B  
August 25, 2008

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF  
SECURITIES PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
SunPower Corporation**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

94-3008969

(State of Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

3939 North First Street, San Jose, California

95134

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective Pursuant to General Instruction A.(d), please check the following box.

Securities Act  
registration statement  
file number to which  
this form relates:

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

Class A Preferred Stock Purchase Rights

The Nasdaq Stock Market

Class B Preferred Stock Purchase Rights

The Nasdaq Stock Market

Securities to be registered pursuant to Section 12(g) of the Act:

None.



**Item 1. Description of Registrant's Securities to be Registered**

The description of the rights to be issued pursuant to the Rights Agreement, dated as of August 12, 2008, between SunPower Corporation (the Company) and Computershare Trust Company, N.A., set forth under the heading Rights Plan in the Company's Form 8-K filed on August 12, 2008, is hereby incorporated by reference.

**Item 2. Exhibits**

| Number | Description   |
|--------|---|
| 4.1    | Rights Agreement, dated as of August 12, 2008, between the Company and Computershare Trust Company, N.A. (incorporated by reference to Exhibit 4.1 of the Company's Form 8-K filed on August 12, 2008). |

---

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**SUNPOWER CORPORATION**

By: /s/ Emmanuel T. Hernandez  
Name: Emmanuel T. Hernandez  
Title: Chief Financial Officer

Date: August 25, 2008