

SUNPOWER CORP
Form SC 13D/A
November 21, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

SunPower Corporation
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

867652 406
(CUSIP Number)

Jonathan E. Marsh

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Group U.S. Counsel

TOTAL S.A.

2, place Jean Millier

La Défense 6

92400 Courbevoie

France

011-331-4744-4546

Copies to:

David J. Segre

Richard Cameron Blake

Wilson Sonsini Goodrich & Rosati

Professional Corporation

650 Page Mill Road

Palo Alto, California 94304

(650) 493-9300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 16, 2011

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Sections 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box: "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 867652 406

13D

(1) NAMES OF REPORTING PERSONS

Total S.A.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) " (b) "

(3) SEC USE ONLY

(4) SOURCE OF FUNDS (see instructions)

WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

France

(7) SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
(8) SHARED VOTING POWER

BENEFICIALLY

OWNED BY 59,976,682 shares
EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
(10) SHARED DISPOSITIVE POWER

WITH

(11) 59,976,682 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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59,976,682 shares
(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) "

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

59.7%*
(14) TYPE OF REPORTING PERSON (see instructions)

CO

* Percentages calculated based on 100,412,840 shares of Common Stock expected to be outstanding as of November 16, 2011, as reported by the Issuer in the Form 8-A filed with the Securities and Exchange Commission on November 16, 2011.

CUSIP No. 867652 406

13D

(1) NAMES OF REPORTING PERSONS

Total Gas & Power USA, SAS

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS (see instructions)

OO

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(14) TYPE OF REPORTING PERSON (see instructions)

CO

* Percentages calculated based on 100,412,840 shares of Common Stock expected to be outstanding as of November 16, 2011, as reported by the Issuer in the Form 8-A filed with the Securities and Exchange Commission on November 16, 2011.

Explanatory Note

This Amendment No. 2 (this Amendment) amends and supplements the statement on Schedule 13D filed on June 23, 2011, as amended on July 1, 2011 (the Filing), by the Reporting Persons relating to the Shares of the Issuer. Information reported in the Filing remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment. Capitalized terms used but not defined in this Amendment have the respective meanings set forth in the Filing.

Items 1, 3, 5 and 7 of the Filing are hereby amended and supplemented as follows:

Item 1. Security and Issuer.

Item 1 is hereby amended to add the following information at the end of such Item:

On November 15, 2011, at a special meeting of stockholders, the stockholders of the Issuer approved, among other things, a Restated Certificate of Incorporation of the Issuer providing for the reclassification of all outstanding shares of Class A Common Stock and Class B Common Stock, on a share-for-share basis, into a single class of common stock, par value \$0.001 per share, together with the associated preferred stock purchase rights issued in connection with and subject to the Amended and Restated Rights Agreement, dated as of November 16, 2011, by and between the Issuer and Computershare Trust Company, N.A. (the Common Stock), with the same voting powers, preferences, rights and qualifications, limitations and restrictions as the Class A Common Stock (the Reclassification). Following receipt of such stockholder approval, the Issuer filed the Restated Certificate of Incorporation on November 15, 2011 with the Secretary of State of the State of Delaware. The Restated Certificate of Incorporation became effective at 5:00 p.m., Eastern Standard Time, on November 16, 2011 (the Effective Time). From and after the Effective Time, references to the Shares in this Statement shall be deemed to refer to the Common Stock as it exists following the Reclassification.

As a result of the Reclassification, the 34,756,682 shares of Class A Common Stock and the 25,220,000 shares of Class B Common Stock beneficially owned by the Reporting Persons were reclassified into 59,976,682 shares of Common Stock.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended to add the following information at the end of such Item:

As a result of the Reclassification, the 34,756,682 shares of Class A Common Stock and the 25,220,000 shares of Class B Common Stock beneficially owned by the Reporting Persons were reclassified into 59,976,682 shares of Common Stock.

Item 5. Interest in Securities of the Issuer.

Item 5(a) and 5(b) are hereby amended to add the following information at the end of such Items:

As a result of the Reclassification, the 34,756,682 shares of Class A Common Stock and the 25,220,000 shares of Class B Common Stock beneficially owned by the Reporting Persons were reclassified into 59,976,682 shares of Common Stock, constituting approximately 59.7% of the 100,412,840 shares of Common Stock expected to be outstanding as of November 16, 2011, as reported by the Issuer in the Form 8-A filed with the Securities and Exchange Commission on November 16, 2011.

Item 7. Material to be Filed as an Exhibit.

The following documents are filed as exhibits:

Exhibit Number	Description
1	Joint Filing Agreement*
2	Tender Offer Agreement, dated as of April 28, 2011, by and between Purchaser and the Issuer, incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by the Issuer on May 2, 2011.
3	Amendment to Tender Offer Agreement, dated as of June 7, 2011, by and between Purchaser and the Issuer, incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by the Issuer on June 7, 2011.
4	Affiliation Agreement, dated as of April 28, 2011, by and between Purchaser and the Issuer, incorporated herein by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by the Issuer on May 2, 2011.
5	Amendment to Affiliation Agreement, dated as of June 7, 2011, by and between Purchaser and the Issuer, incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by the Issuer on June 7, 2011.
6	Guaranty, dated as of April 28, 2011, by and between Total and the Issuer, incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Issuer on May 2, 2011.
7	Guaranty, dated as of April 28, 2011, by and between Total and the Issuer, incorporated herein by reference to Exhibit 10.4 to the Current Report on Form 8-K filed by the Issuer on May 2, 2011.
8	Credit Support Agreement, dated as of April 28, 2011, by and between Total and the Issuer, incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by the Issuer on May 2, 2011.
9	Amendment to Credit Support Agreement, dated as of June 7, 2011, by and between Purchaser and the Issuer, incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Issuer on June 7, 2011.
10	Research & Collaboration Agreement, dated as of April 28, 2011, by and between Purchaser and the Issuer, incorporated herein by reference to Exhibit 10.5 to the Current Report on Form 8-K filed by the Issuer on May 2, 2011.
11	Amendment to Research & Collaboration Agreement, dated as of June 7, 2011, by and between Purchaser and the Issuer, incorporated herein by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by the Issuer on June 7, 2011.
12	Registration Rights Agreement, dated as of April 28, 2011, by and between Purchaser and the Issuer, incorporated herein by reference to Exhibit 10.6 to the Current Report on Form 8-K filed by the Issuer on May 2, 2011.

* Filed herewith.

SIGNATURES

After reasonable 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: November 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**

EXHIBIT INDEX

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