

ADVANCED ENERGY INDUSTRIES INC

Form 10-Q/A

November 09, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q/A**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**For the quarterly period ended June 30, 2007.**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_.**

**Commission file number: 000-26966**

**ADVANCED ENERGY INDUSTRIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

**84-0846841**

(State or other jurisdiction of incorporation or organization)

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

**1625 Sharp Point Drive, Fort Collins,**

**CO 80525**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(970) 221-4670**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No .

As of July 31, 2007, there were 45,240,288 shares of the registrant's Common Stock, par value \$0.001 per share, outstanding.

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**EXPLANATORY NOTE**

This amendment on Form 10-Q/A is being filed to revise Part II Other Information of the Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 that was filed on August 3, 2007 ( the Report ) to correct an inadvertent omission in Item 4 Submission of Matters to a Vote of Security Holders. This amendment to the Report does not alter any part of the content of the Report, except for the changes and additional information provided herein. This amendment continues to speak as of the date of the Report. We have not updated the disclosures contained in this amendment to reflect any events that occurred at a date subsequent to the filing of the Report. The filing of this amendment is not a representation that any statements contained in the Report or this amendment are true or complete as of any date subsequent to the date of the Report. This amendment does not affect the information originally set forth in the Report, the remaining portions of which have not been amended.

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**PART II OTHER INFORMATION**

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

**ITEM 6. EXHIBITS**

**SIGNATURE**

Certification of CEO Pursuant to Section 302

Certification of CFO Pursuant to Section 302

Certification of CEO Pursuant to Section 906

Certification of CFO Pursuant to Section 906

**Table of Contents****PART II OTHER INFORMATION****ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

We held our 2007 Annual Meeting of Stockholders on Wednesday, May 2, 2007 to vote on four proposals. Proxy statements were sent to all shareholders. The first proposal was for the election of the following eight directors: Douglas S. Schatz, Richard P. Beck, Hans Georg Betz, Joseph R. Bronson, Trung T. Doan, Barry Z. Posner, Thomas Rohrs and Elwood Spedden. All eight directors were elected with the following votes tabulated:

<b>Name of Director</b>	<b>Votes For</b>	<b>Votes Withheld</b>
Mr. Schatz	40,491,874	759,062
Mr. Beck	38,347,508	2,903,428
Dr. Betz	40,497,772	753,164
Mr. Bronson	40,905,510	345,426
Mr. Doan	40,906,325	344,611
Dr. Posner	40,906,344	344,592
Mr. Rohrs	39,838,276	1,412,660
Mr. Spedden	40,497,087	753,849

The second proposal was to amend the 2003 Non-Employee Directors Stock Option Plan to expand the forms of awards that may be granted to non-employee directors. The amendment was approved with the following votes tabulated:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
36,333,745	1,974,870	40,422	2,901,899

The third proposal was to amend the 2003 Stock Option Plan to expand the forms of awards that may be granted employees. The amendment was approved with the following votes tabulated:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
36,053,560	2,220,484	74,993	2,901,899

The fourth proposal was to approve the appointment of Grant Thornton LLP as the independent registered public accounting firm of the Company for 2007. The appointment of Grant Thornton LLP was ratified with the following votes tabulated:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
40,371,436	830,363	49,136	0

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**ITEM 6. EXHIBITS**

Exhibits:

- 31.1 Certification of the Chief Executive Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of the Chief Financial Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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**SIGNATURE**

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, thereunto duly authorized.

ADVANCED ENERGY INDUSTRIES, INC.

Dated: November 9, 2007

/s/ Lawrence D. Firestone  
Lawrence D. Firestone  
Executive Vice President & Chief Financial  
Officer

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