

FIRST SOLAR, INC.  
Form 8-K  
January 09, 2009

**Table of Contents**

**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): December 29, 2008  
FIRST SOLAR, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-33156</b> (Commission File Number)	<b>20-4623678</b> (I.R.S. Employer Identification No.)
<b>350 West Washington Street Suite 600 Tempe, Arizona 85281</b> (Address of Principal Executive Offices) (Zip Code)		
<b>Registrant's telephone number, including area code: (602) 414-9300</b> Not Applicable		

(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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**TABLE OF CONTENTS**

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensation Arrangements of Certain Officers  
Signature

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**Table of Contents**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensation Arrangements of Certain Officers.**

The Company amended and restated the employment agreements and change in control agreements with John T. Gaffney, Executive Vice President and Jens Meyerhoff, Chief Financial Officer, on December 29, 2008 and December 30, 2008, respectively, primarily to comply with Section 409A of the Internal Revenue Code of 1986. The amended and restated employment agreements were also amended to provide for one year of acceleration of outstanding equity awards for the executive in the event of death, disability or termination of employment without cause, other than the equity awards granted to Mr. Gaffney upon being hired by the Company which continue to vest fully in the event of Mr. Gaffney's termination of employment without cause. Prior to this amendment, the aforesaid outstanding equity awards continued to vest for one year only in the event of termination of employment without cause.

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**Table of Contents**

**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 hereunto duly authorized.

**FIRST SOLAR, INC.**

Date: January 8, 2009

By: /s/ Mary Beth Gustafsson

Name:

Mary Beth Gustafsson

Title: Vice President, General Counsel