

AES CORP  
Form S-8  
April 29, 2008  
As filed with the Securities and Exchange Commission on April 29, 2008

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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## THE AES CORPORATION

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**54-1163725**  
(I.R.S. Employer  
Identification Number)

**4300 Wilson Boulevard, Suite 1100**

**Arlington, Virginia 22203**

(Address of Principal Executive Offices)

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**The AES Corporation 2003 Long Term Compensation Plan**

(Full title of the plan)

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**Victoria D. Harker**

**Executive Vice President and Chief Financial Officer**

**The AES Corporation**

**4300 Wilson Boulevard, Suite 1100**

**Arlington, Virginia 22203**

(Name and address, including zip code, of agent for service)

**(703) 522-1315**

(Telephone number, including area code, of agent for service)

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**Copy to:**

**John E. McGrady, III**

**Buchanan Ingersoll & Rooney PC**

One Oxford Centre

301 Grant Street, 20th Floor

Pittsburgh, Pennsylvania 15219-1410

(412) 562-8800

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

Large accelerated filer  X

Accelerated filer  O

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Non-accelerated filer   
 (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| Title of Securities to be Registered     | Amount to be Registered      | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|------------------------------|---|---|----------------------------|
| Common Stock, par value \$0.01 per share | 12,000,000 <sup>(1)(2)</sup> | \$ 17.61 <sup>(3)</sup>                   | \$ 211,320,000 <sup>(3)</sup>             | \$ 8,304.88 <sup>(4)</sup> |

(1) An aggregate of 29,000,000 shares of common stock, par value \$0.01 per share, of The AES Corporation may be offered or issued pursuant to The AES Corporation 2003 Long Term Compensation Plan, 17,000,000 of which were previously registered on Form S-8 (File No. 333-108297) and 12,000,000 of which are registered on this Form S-8.

(2) If, as a result of stock splits, stock dividends or similar transactions, the number of securities purported to be registered by this Registration Statement changes, the provisions of Rule 416 under the Securities Act of 1933 shall apply to this Registration Statement, and this Registration Statement shall be deemed to cover the additional securities resulting from the split of, or the dividend on, the securities covered by this Registration Statement.

(3) Pursuant to Rule 457(c) and 457(h) of the Securities Act of 1933, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is based on the average of the high and low sales prices of the Common Stock on the New York Stock Exchange on April 23, 2008.

(4) Calculated pursuant to Section 6(b) of the Securities Act of 1933.

**INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE**

Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed to register additional shares of Common Stock, par value \$0.01 per share, of the Registrant under The AES Corporation 2003 Long Term Compensation Plan (the Plan ). A Registration Statement on Form S-8 was previously filed and declared effective (Registration File No. 333-108297) in connection with the Plan and is incorporated herein by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

| <b>EXHIBIT NO.</b> | <b>DESCRIPTION</b>  |
|--------------------|---|
| 4.1                | Sixth Restated Certificate of Incorporation of The AES Corporation (incorporated herein by reference to the Registrant's Annual Report on Form 10-K filed on March 26, 2003). |
| 4.2                | By-Laws of The AES Corporation, as amended (incorporated herein by reference to the Registrant's Annual Report on Form 10-K filed on March 26, 2003).                         |
| 5.1                | Opinion of Buchanan Ingersoll & Rooney PC.  |
| 10.1               | The AES Corporation 2003 Long Term Compensation Plan (incorporated herein by reference to Exhibit 10.1 of the Form 8-K filed on April 24, 2008).                              |
| 23.1               | Consent of Independent Registered Public Accounting Firm.   |
| 23.2               | Consent of Buchanan Ingersoll & Rooney PC (contained in opinion filed as Exhibit 5.1 hereto).   |
| 24.1               | Power of Attorney.  |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Arlington, Commonwealth of Virginia, on this 28th day of April 2008.

**THE AES CORPORATION**

By: /s/ Victoria D. Harker  
Victoria D. Harker  
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on this 28th day of April, 2008.

| <b>Signature</b>         | <b>Capacity</b>  |
|--------------------------|--|
| *<br>Paul Hanrahan       | President, Chief Executive Officer and Director<br>(Principal Executive Officer) |
| *<br>Kristina M. Johnson | Director   |
| *<br>John A. Koskinen    | Director   |
| *<br>Philip Lader        | Director   |
| *<br>Sandra O. Moose     | Director   |
| *<br>Philip A. Odeen     | Chairman and Lead Independent Director   |
| Charles A. Rossotti      | Director   |
| *<br>Sven Sandstrom      | Director   |
| /s/ Victoria D. Harker   | Executive Vice President and Chief Financial Officer                             |

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Victoria D. Harker

(Principal Financial Officer)

/s/ Mary E. Wood

Vice President and Controller

Mary E. Wood

(Principal Accounting Officer)

\* By: /s/ Brian A. Miller  
Brian A. Miller  
*Attorney-in-fact*

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