

AES CORPORATION
Form S-8
April 30, 2004

As filed with the Securities and Exchange Commission on April 30, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

THE AES CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

54-1163725

(State or other jurisdiction

(I.R.S. Employer

of incorporation or organization)

Identification Number)

1001 North 19th Street

Arlington, Virginia 22209

(Address of Principal Executive Offices)

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Employees Thrift Plan

of Indianapolis Power & Light Company

(Full title of the plan)

Barry J. Sharp

Copy to:

Executive Vice President and Chief Financial Officer

John E. McGrady III, Esq.

The AES Corporation

Buchanan Ingersoll PC

1001 North 19th Street

One Oxford Centre

Arlington, Virginia 22209

301 Grant Street, 20th Floor

(703) 552-1315

Pittsburgh, Pennsylvania 15219-1410

(Name and address, including zip code, and

(412) 562-8800

telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share (1) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------|---|---|----------------------------------|
| Common Stock, par value \$0.01 | 1,000,000(2)(3)(4) | \$ 7.73 | \$ 7,730,000 | \$ 979.39 |

- (1) Pursuant to Rule 457(h) of the Securities Act of 1933, as amended (the Act), 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 27, 2004.
- (2) Shares of the registrant are issuable under the Employees Thrift Plan of Indianapolis Power & Light Company (the Plan) pursuant to the terms of the Agreement and Plan of Share Exchange between the registrant and IPALCO Enterprises, Inc., dated as of July 15, 2000.
- (3) In addition, pursuant to Rule 416(c) under the Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan.
- (4) 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 Act 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.

The Exhibit Index for this registration statement is at page 4.

STATEMENT

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, of the registrant (and plan interests) covered by the Employees Thrift Plan of Indianapolis Power & Light Company (the Plan) the same classes of securities for which a registration statement on Form S-8 was previously filed and declared effective (Registration No. 333-82306) in connection with the Plan. The contents of Registration No. 333-82306 are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

| <u>Exhibit No.</u> | <u>Description</u> | <u>Method of Filing</u> |
|--------------------|--|---|
| 5.1 | Opinion of Buchanan Ingersoll PC regarding legality of the securities being registered | Filed herewith. |
| 5.2 | IRS Determination Letter as to the Plan | Filed herewith. |
| 23.1 | Independent Auditors Consent | Filed herewith. |
| 23.2 | Notice regarding Consent of Independent Auditors pursuant to Rule 437a | Filed herewith. |
| 23.3 | Consent of Buchanan Ingersoll PC | (included in its opinion filed as Exhibit 5.1 hereto) |
| 24.1 | Power of Attorney | Filed herewith. |

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*

Director

Sandra O. Moose

*

Director

Philip A. Odeen

*

Director

Charles O. Rossotti

* _____ Director
Sven Sandstrom

* _____ Director and Chairman Emeritus
Roger W. Sant

/s/ BARRY J. SHARP _____ Executive Vice President and Chief Financial Officer (Principal
Barry J. Sharp Financial and Accounting Officer)

By: _____ /s/ BARRY J. SHARP
Barry J. Sharp, Attorney-in-fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on this 30th day of April, 2004.

EMPLOYEES THRIFT PLAN OF
INDIANAPOLIS POWER & LIGHT COMPANY

By: _____ /s/ EDWARD J. KUNZ
Edward J. Kunz,
on behalf of the Employees Pension & Benefits
Committee, Indianapolis Power & Light
Company, Plan Administrator

EXHIBIT INDEX

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