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

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FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**BROADWIND ENERGY, INC.**

(Exact name of registrant as specified in its charter)

Delaware

3240 S. Central Avenue

88-0409160

Cicero, IL 60804

(State or other jurisdiction of  
Incorporation or organization)

(Address of Principal Executive Offices)

(IRS Employer Identification No.)

**Broadwind Energy, Inc. Employees' 401 (k) Plan**  
(Full title of the plan)

**Stephanie K. Kushner**  
**President, Chief Executive Officer**  
**Broadwind Energy, Inc.**  
**3240 S. Central Avenue**  
**Cicero, Illinois 60804**  
**Telephone: (708) 780-4800**

(Name, address and telephone number,  
including area code, of agent for service)

Copy to:

**Michele C. Kloeppe, Esq.**  
**Thompson Coburn LLP**  
**One U.S. Bank Plaza**  
**St. Louis, Missouri 63101**  
**Telephone: (314) 552-6000**  
**Facsimile: (314) 552-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered <sup>(2), (3)</sup></b>	<b>Proposed maximum offering price per unit <sup>(4)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(4)</sup></b>	<b>Amount of registration fee</b>
Common stock, par value \$0.001 per share	300,000	\$1.44	\$432,000	\$52.36
Series A Junior Participating Preferred Share Purchase Rights	(5)	(5)	(5)	(5)

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (this "Registration Statement") also covers an indeterminate amount of interests of Broadwind Energy, Inc., a Delaware corporation (the "Registrant"), to be offered or sold pursuant to the Broadwind Energy, Inc. Employees' 401(k) Plan (the "Plan"). In accordance with Rule 457(h) (2) under the Securities Act, no separate fee calculation is required for such interests.

(2) Represents the Registrant's shares of common stock, par value \$0.001 per share (the "Common Stock"), underlying the Plan. Pursuant to Rule 416(a) under the Securities Act, this Registration Statement also covers such additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the Plan.

(3) The Plan authorizes the issuance of a maximum of 800,000 shares of Common Stock, of which 500,000 were previously registered on the Registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on February 27, 2018 (File No. 333-223260) (the "Prior Registration Statement"). This Registration Statement registers an additional 300,000 shares of Common Stock under the Plan (the "Additional Shares").

(4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act, using the average of the high and low prices as reported on the Nasdaq Capital Market on February 19, 2019.

(5) The Series A Junior Participating Preferred Share Purchase Rights (the "Series A Rights") are initially carried with the shares of Common Stock. The value attributable to such rights, if any, is reflected in the market price of the shares of Common Stock.

Pursuant to Rule 429 under the Securities Act, the prospectus referred to herein is combined with and relates to the Prior Registration Statement.



## EXPLANATORY NOTE

The undersigned Registrant hereby files this Registration Statement to register the Additional Shares for issuance to participants under the Plan. The Additional Shares are in addition to the Common Stock previously registered for issuance on the Prior Registration Statement.

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to such instruction, the contents of the Prior Registration Statement are incorporated by reference and made part of this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Certain Documents by Reference.

The following documents filed by the Registrant with the SEC are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2018, filed February 26, 2019;
- (b) The Plan's Annual Report on Form 11-K for the year ended December 31, 2017, filed June 15, 2018;
- (c) The Registrant's Current Report on Form 8-K (specifically excluding the information furnished under Items 2.02 and 7.01 and any exhibits furnished thereto), filed February 12, 2019;
- (d) The description of the Common Stock as set forth in the Registrant's registration statement on Form 8-A filed with the SEC on April 8, 2009 (File No. 001-34278) pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendments or reports filed for the purpose of updating such description; and
- (e) The description of the Series A Rights as set forth in the Registrant's registration statement on Form 8-A filed with the SEC on February 13, 2013 (File No. 001-34278), Form 8-A/A filed with the SEC on February 8, 2016 (File No. 001-34278) and Form 8-A/A filed with the SEC on February 12, 2019 (File No. 001-34278) pursuant to Section 12 of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be made a part hereof from the date of filing of such documents. Any statements contained herein or in a document incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in a subsequently filed document incorporated herein by reference modifies or supersedes such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Where any document or part thereof is incorporated by reference in this Registration Statement, the Registrant will provide without charge to each person to whom a prospectus with respect to the Plan is delivered, upon written or oral request of such person, a copy of any and all of the information incorporated by reference in this Registration Statement, excluding exhibits unless such exhibits are specifically incorporated by reference.

#### Item 8. Exhibits.

See Exhibit Index.

## Exhibit Index

The following exhibits are filed or incorporated by reference as part of this registration statement:

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#"><u>Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2008)</u></a> .
4.2	<a href="#"><u>Certificate of Amendment to the Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed August 23, 2012)</u></a> .
4.3	<a href="#"><u>Second Amended and Restated Bylaws of the Registrant, adopted as of May 20, 2014 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed May 23, 2014)</u></a> .
4.4	<a href="#"><u>Section 382 Rights Agreement dated as of February 12, 2013 between the Registrant and Wells Fargo Bank, National Association, as rights agent (incorporated by reference to Exhibit 1 to the Registrant's Registration Statement on Form 8 - A filed February 13, 2013)</u></a> .
4.5	<a href="#"><u>First Amendment to Section 382 Rights Agreement dated as of February 5, 2016 between the Registrant and Wells Fargo Bank, National Association, as rights agent (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed February 8, 2016)</u></a> .
4.6	<a href="#"><u>Second Amendment to Section 382 Rights Agreement dated as of February 7, 2019 between the Registrant and Wells Fargo Bank, National Association, as rights agent (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on February 12, 2019)</u></a> .
4.7	<a href="#"><u>Certificate of Designation of Series A Junior Participating Preferred Stock of the Registrant (incorporated by reference to Exhibit 2 to the Registrant's Registration Statement on Form 8-A filed February 13, 2013)</u></a> .
5.1*	<a href="#"><u>Opinion of Thompson Coburn LLP as to the legality of the securities being registered</u></a> .
23.1*	<a href="#"><u>Consent of RSM US LLP</u></a> .
23.2*	<a href="#"><u>Consent of Thompson Coburn LLP (included in Exhibit 5.1)</u></a> .
24.1*	Power of Attorney (set forth on signature page hereto).

\* Filed herewith

In lieu of the opinion of counsel or determination letter contemplated by Item 601(b)(5)(ii) of Regulation S-K with respect to the Plan, the Registrant hereby undertakes that it has submitted the Plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and has made all changes required by the IRS in order to qualify the Plan under Section 401 of the Internal Revenue Code of 1986, as amended.

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**Signatures**

Pursuant to the requirements of the Securities Act, 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 Cicero, State of Illinois on February 26, 2019 .

BROADWIND ENERGY, INC.

(Registrant)

By: / s/ Jason L. Bonfigt  
Jason L. Bonfigt  
Vice President, Chief Financial Officer  
(Principal Financial Officer)

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## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of the Registrant do hereby severally and individually constitute and appoint Stephanie K. Kushner and Jason L. Bonfigt, and each of them (with full power to act alone and with full power of substitution and re-substitution), lawful attorney-in-fact and agent with full power and authority to do any and all acts and things and to execute any and all instruments that said attorney and agent determines may be necessary or advisable or required to enable said corporation to comply with the Securities Act and any rules or regulations or requirements of the SEC in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that said attorney and agent shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

<b><u>Signature</u></b>	<b><u>Title</u></b>	<b><u>Date</u></b>
<u>/s/ Stephanie K. Kushner</u> Stephanie K. Kushner	President, Chief Executive Officer, and Director (Principal Executive Officer)	February 26, 2019
<u>/s/ Jason L. Bonfigt</u> Jason L. Bonfigt	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 26, 2019
<u>/s/ David P. Reiland</u> David P. Reiland	Chairman of the Board	February 26, 2019
<u>/s/ Terence P. Fox</u> Terence P. Fox	Director	February 26, 2019
<u>/s/ Philip J. Christman</u> Philip J. Christman	Director	February 26, 2019
<u>/s/ Thomas A. Wagner</u> Thomas A. Wagner	Director	February 26, 2019
<u>/s/ Cary B. Wood</u> Cary B. Wood	Director	February 26, 2019

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February 26, 2019

Broadwind Energy, Inc.  
3240 S. Central Avenue  
Cicero, Illinois 60804

Re: Registration Statement on Form S-8 for 300,000 shares of Broadwind Energy, Inc.'s common stock, par value \$0.001 per share, for issuance under the Broadwind Energy, Inc. Employees' 401(k) Plan

Ladies and Gentlemen:

With reference to the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Broadwind Energy, Inc., a Delaware corporation (the "Company"), on February 26, 2019, with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, relating to the proposed issuance by the Company of up to an additional 300,000 shares (the "Additional Shares") of common stock, par value \$0.001 per share, pursuant to the Broadwind Energy, Inc. Employees' 401(k) Plan (the "Plan"), we have examined such corporate records of the Company, such laws and such other information as we have deemed relevant, including the Company's Certificate of Incorporation, as amended, its Second Amended and Restated Bylaws and statements we have received from officers and representatives of the Company. In delivering this opinion, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, photostatic or conformed copies, the authenticity of originals of all such latter documents, and the correctness of statements submitted to us by officers and representatives of the Company. Except to the extent expressly set forth herein, we have not undertaken any independent investigation to determine the existence or absence of such facts and no inference as to our knowledge of the existence or absence of such facts should be drawn from our representation of the Company.

Based solely on the foregoing, we are of the opinion that the Additional Shares to be issued by the Company pursuant to the Plan have been duly authorized and, when issued by the Company in accordance with the Plan, will be legally issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement as Exhibit 5.1.

Very truly yours,

/s/ Thompson Coburn LLP

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Broadwind Energy, Inc. of our report dated February 26, 2019, relating to the consolidated financial statements of Broadwind Energy, Inc., appearing in the Annual Report on Form 10-K of Broadwind Energy, Inc. for the year ended December 31, 2018.

/s/ RSM US LLP

Chicago, Illinois  
February 26, 2019

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