

AES CORPORATION
Form S-8
January 30, 2004

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

Registration No.

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
(State or other jurisdiction of incorporation or organization)

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

1001 North 19th Street

Arlington, Virginia 22209

(Address of Principal Executive Offices)

The AES Corporation

Profit Sharing and Stock Ownership Plan

(Full title of the plan)

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Barry J. Sharp

Copy to:

Executive Vice President and Chief

John McGrady III, Esquire

Financial Officer

Buchanan Ingersoll Professional Corporation

The AES Corporation

One Oxford Centre

1001 North 19th Street

301 Grant Street, 20th Floor

Arlington, Virginia 22209

Pittsburgh, Pennsylvania 15219-1410

(703) 552-1315

(412) 562-8800

(Name and address, including zip code, and

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 | 15,000,000(2)(3) | \$ 10.53 | \$ 157,950,000 | \$ 20,012.27 |

- (1) Pursuant to Rule 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 January 28, 2004.
- (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to The AES Corporation Profit Sharing and Stock Ownership Plan (the Plan).
- (3) 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 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 (and plan interests) covered by The AES Corporation Profit Sharing and Stock Ownership Plan (the Plan) the same classes of securities for which a registration statement on Form S-8 was previously filed and declared effective (Registration No. 333-97707) in connection with the Plan. The contents of Registration No. 333-97707 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 Professional Corporation regarding legality of the securities being registered | 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 Professional Corporation | (included in its opinion filed as Exhibit 5.1 hereto) |
| 24.1 | Power of Attorney | Filed herewith. |

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, the Company 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 7th day of January, 2004.

THE AES CORPORATION

By: /s/ William R. Luraschi

William R. Luraschi,
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on this 7th day of January, 2004.

SIGNATURE

TITLE

| | |
|-------------------------|--|
| <hr/> | |
| * | Chairman of the Board and Director |
| <hr/> | |
| Richard Darman | |
| <hr/> | |
| * | President, Chief Executive Officer and Director (Principal Executive Officer) |
| <hr/> | |
| Paul T. Hanrahan | |
| <hr/> | |
| * | Director |
| <hr/> | |
| Roger W. Sant | |
| <hr/> | |
| * | Director |
| <hr/> | |
| Alice F. Emerson | |
| <hr/> | |
| * | Director |
| <hr/> | |
| Robert F. Hemphill, Jr. | |
| <hr/> | |
| * | Director |
| <hr/> | |
| Philip Lader | |
| <hr/> | |
| * | Director |
| <hr/> | |
| John H. McArthur | |
| <hr/> | |
| * | Director |

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Philip A. Odeen

* Director

Charles O. Rossotti

* Director

Sven Sandstrom

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/s/ Barry J. Sharp

Executive Vice President and Chief Financial
Officer (Principal Financial and Accounting
Officer)

Barry J. Sharp

*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 7th day of January, 2004.

THE AES CORPORATION PROFIT SHARING
AND STOCK OWNERSHIP PLAN

By: /s/ Laura F. Cramer

Laura F. Cramer,
on behalf of the
Plan Administrator

EXHIBIT INDEX

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