

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

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**EMCORE CORPORATION**

(Exact name of registrant as specified in its charter)

**New Jersey**

(State or Other Jurisdiction of Incorporation or  
Organization)

**22-2746503**

(I.R.S. Employer Identification No.)

**10420 Research Road SE**

**Albuquerque, New Mexico**

(Address of Principal Executive Offices)

**87123**

(Zip Code)

**EMCORE Corporation 2007 Directors' Stock Award Plan**

(Full title of the plan)

**Keith J. Kosco, Esq**

**Chief Legal Officer and Secretary**

**EMCORE Corporation**

**10420 Research Road SE**

**Albuquerque, New Mexico 87123**

(Name and address of agent for service)

**(505) 332-5000**

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

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      ☒ **Accelerated filer**      ☐ Non-accelerated filer      ☐ Smaller reporting company

## CALCULATION OF REGISTRATION FEE

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (1)</b>	<b>Proposed maximum aggregate offering price (1)</b>	<b>Amount of registration fee</b>
Common Stock, no par value (2)	N/A	N/A	\$750,000	\$41.85

(1) See Introduction.

(2) The shares of common stock being registered are to be issued pursuant to the EMCORE Corporation 2007 Directors' Stock Award Plan (the "Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement (the "Registration Statement") also covers an indeterminate number of shares that may be offered or issued as a result of stock splits, stock dividends, or similar transactions.

This Registration Statement shall become effective upon filing in accordance with Rule 462(a) under the Securities Act of 1933.

## INTRODUCTION

Pursuant to General Instruction E of Form S-8, the registrant, EMCORE Corporation (the “Registrant”), is filing this Registration Statement with respect to the issuance of an additional \$750,000 of its common stock (valued as of the date of issue), no par value per share (the “Common Stock”), under the Plan.

## PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

### Item 1. Plan Information

The documents containing the information specified in Part I of Form S-8 have been or will be sent or given to participants in the Plan as specified by Rule 428(b)(1) of the Securities Act. Such documents are not being filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses, or prospectus supplements pursuant to Rule 424 of the Securities Act, but constitute (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) a prospectus that meets the requirements of Section 10(a) of the Securities Act.

### Item 2. Registrant Information and Employee Plan Annual Information

The Registrant will, upon written or oral request, provide without charge to any persons to whom the prospectuses relating to this Registration Statement are delivered, a copy of any and all of the information which has been incorporated by reference in such prospectuses and this Registration Statement (pursuant to Item 3 of Part II hereof). Such requests should be directed to the Secretary, EMCORE Corporation, 10420 Research Road SE, Albuquerque, New Mexico 87123 (505) 332-5000.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents which have been filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein and shall be deemed to be a part hereof:

- (a) The Registrant's Annual Report on Form 10-K for the year ended September 30, 2008;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2008;
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009;
- (d) Current Reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since September 30, 2008; and
- (e) The description of the Registrant's Common Stock contained in the Registrant's registration statement on Form 8-A filed with the Commission on February 26, 1997, including any amendments thereto or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and made a part hereof from their respective dates of filing (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents").

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Albuquerque, State of New Mexico, on June 3, 2009.

### EMCORE CORPORATION

By: /s/ Keith J. Kosco  
Keith J. Kosco, ESQ  
Chief Legal Officer and Secretary

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## **POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints and hereby authorizes Hong Q. Hou, Ph.D. and, severally, such person's true and lawful attorneys-in-fact, with full power of substitution or resubstitution, for such person and in his name, place and stead, in any and all capacities, to sign on such person's behalf, individually and in each capacity stated below, any and all amendments, including post-effective amendments to this Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission granting unto said attorneys-in-fact, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this report has been signed below by the following persons on behalf of the Registrant in the capacities indicated, on June 3, 2009.

### **Signature**

### **Title**

/s/ Thomas J. Russell  
Thomas J. Russell, Ph.D

Chairman Emeritus and Lead Director

/s/ Reuben F. Richards, Jr.  
Reuben F. Richards, Jr.

Executive Chairman & Chairman of the Board

/s/ Hong Q. Hou  
Hong Q. Hou, Ph.D

Chief Executive Officer and Director (Principal Executive Officer)

/s/ John M. Markovich  
John M. Markovich

Chief Financial Officer (Principal Financial and Accounting Officer)

/s/ Charles T. Scott  
Charles T. Scott

Director

/s/ John Gillen  
John Gillen

Director

/s/ Robert Bogomolny  
Robert Bogomolny

Director

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## INDEX TO EXHIBITS

<b><u>Exhibit No.</u></b>	<b><u>Exhibit Description</u></b>
4.1	Restated Certificate of Incorporation, dated April 4, 2008 (incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed on April 4, 2008).
4.2	Amended By-Laws, as amended through August 7, 2008 (incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed on August 13, 2008).
5.1	Legal Opinion of Dillon, Bitar & Luther, L.L.C.*
23.1	Consent of Dillon, Bitar & Luther, L.L.C. (included in its opinion filed as Exhibit 5.1 in this Registration Statement).*
23.2	Consent of Deloitte & Touche LLP.*
24.1	Powers of Attorney (included on the signature pages to this Registration Statement).*
99.1	Registrant's 2007 Directors' Stock Award Plan.*

\* Filed herewith.

DILLON, BITAR & LUTHER L.L.C.  
53 MAPLE AVENUE  
MORRISTOWN, NJ 07960

June 3, 2009

EMCORE Corporation  
10420 Research Road, S.E.  
Albuquerque, NM 87123

Re: EMCORE Corporation  
Registration Statement on Form S-8

Ladies and Gentlemen:

We are providing this opinion letter in our capacity as special counsel to EMCORE Corporation, a New Jersey corporation (the "Company"), in connection with the filing by the Company of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with the United States Securities and Exchange Commission (the "Commission"). The Registration Statement relates to the registration of the Company's common stock in an aggregate amount of \$750,000 (the "Shares") that may be acquired by certain Directors of the Company pursuant to the terms and provisions of the Company's Directors' Stock Award Plan (the "Plan").

You have requested that we render the opinion set forth in this letter and we are furnishing this opinion in accordance with the requirements of Part II, Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K promulgated by the Commission under the Securities Act.

In connection with the foregoing registration, we have examined originals, or copies certified or otherwise identified to our satisfaction of, (i) the Registration Statement as filed with the Commission, (ii) the Company's Restated Certificate of Incorporation, as amended and restated to date (the "Certificate of Incorporation"), (iii) the Company's By-Laws, as amended and/or restated to date (the "By-Laws"), (iv) certain resolutions of the Board of Directors of the Company relating to the Shares and the registration thereof, and (v) such other documents as we have deemed necessary or appropriate for purposes of rendering the opinion set forth herein.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents. As to any facts material to the opinion expressed herein that were not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others.

We do not express or purport to express any opinions with respect to laws other than the Federal laws of the United States and the laws of the State of New Jersey.

Based upon and subject to the foregoing, we are of the opinion that the Shares will, if issued and delivered in accordance with the terms and provisions of the Plan, be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as an Exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion should present Federal laws or the present laws of the State of New Jersey be changed by legislative action, judicial decision or otherwise.

Very truly yours,

/s/ Dillon, Bitar & Luther, L.L.C.

DILLON, BITAR & LUTHER, L.L.C.



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to the consolidated financial statements of EMCORE Corporation and subsidiaries (which report expresses an unqualified opinion and includes an explanatory paragraph relating to EMCORE Corporation's ability to continue as a going concern) and the effectiveness of EMCORE Corporation's internal control over financial reporting dated December 30, 2008, appearing in the Annual Report on Form 10-K of EMCORE Corporation for the year ended September 30, 2008.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP

Dallas, Texas

June 1, 2009

**EMCORE CORPORATION 2007 DIRECTORS' STOCK AWARD PLAN**

1. The purposes of the 2007 Directors' Stock Award Plan (the "Plan") are (a) to attract and retain highly qualified individuals to serve as Directors of EMCORE Corporation (the "Corporation"), (b) to increase non-employee Directors' stock ownership in the Corporation and (c) to relate non-employee Directors' compensation more closely to the Corporation's performance and its shareholders' interest.
2. The Plan shall become effective upon its approval by the shareholders of the Corporation. It shall continue in effect for a term of ten (10) years unless sooner terminated under Section 7 of the Plan.
3. "Plan Year" shall mean each 12-month period beginning on January 1 and ending on December 31.
4. "Annual Stock Award Amount" shall mean the amount of fees a non-employee Director will be entitled to receive pursuant to the Plan for serving as a Director in a relevant Plan Year. The amount of each non-employee Director's Annual Stock Award Amount shall be determined by adding (A) \$3,500 for each meeting of the Board of Directors attended by such non-employee Director during the relevant Plan Year, (B) \$500 for each meeting of a committee of the Board of Directors attended by such non-employee Director during the relevant Plan Year and (C) an additional \$500 for each meeting of a committee of the Board of Directors at which such non-employee Director served as Chairman.
5. A non-employee Director may forego the portion of his or her Annual Stock Award Amount that relates to any one or more meeting(s) of the Board of Directors or committee thereof by giving irrevocable written notice to such effect to the Secretary of the Corporation 30 days prior to the date of such meeting.
6. Each non-employee Director shall receive, one month after the beginning of each Plan Year (or, if such date is not a business day, on the next succeeding business day) (the "Grant Date"), the number of shares of the Company's common stock, no par value per share ("Common Stock") determined by dividing his or her Annual Stock Award Amount by the closing price of the Common Stock as published in the Wall Street Journal (the "Fair Market Value") on the Grant Date. The number of shares distributed to each non-employee Director shall be rounded down to the nearest whole number, and any fractional shares that would otherwise have been paid in Common Stock shall be paid in cash based upon the Fair Market Value of the Common Stock on the Grant Date.
7. This Plan shall be construed in accordance with the laws of the State of New Jersey and may be amended or terminated at any time by action of the Board of Directors of the Corporation; provided, however, that the Corporation will seek shareholder approval for any change to the extent required by applicable law.