

**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)

**10420 Research Road SE
Albuquerque, New Mexico 87123**
(Address, including zip code, of Principal Executive Offices)

22-2746503
(I.R.S. Employer
Identification Number)

**EMCORE Corporation 2000 Employee Stock Purchase Plan (as amended and restated)
and
EMCORE Corporation 2012 Equity Incentive Plan (as amended and restated)**
(Full title of the plans)

**Mark B. Weinswig
Chief Financial Officer
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)

With Copies To:

**Tobias L. Knapp, Esq.
Jenner & Block LLP
919 Third Avenue
New York, New York 10022
(212) 891-1655**

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 definition of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. ☐ Large accelerated filer x Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to Be Registered⁽¹⁾ | Proposed Maximum Offering Price Per Unit ⁽²⁾ | Proposed Maximum Aggregate Offering Price ⁽²⁾ | Amount of Registration Fee ⁽²⁾ |
|---|--|--|---|--|
| Common Stock, no par value per share, issuable pursuant to the Registrant's 2000 Employee Stock Purchase Plan | 1,000,000 | \$3.42 ⁽³⁾ | \$3,420,000 | \$440.50 |
| Common stock, no par value, issuable pursuant to the Registrant's 2012 Equity Incentive Plan | 1,000,000 | \$4.03 | \$4,030,000 | \$519.06 |
| Total | 2,000,000 | — | \$7,450,000 | \$959.56 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), 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.
- (2) Estimated pursuant to Rule 457(h) and Rule 457(c) of the General Rules and Regulations under the Securities Act for the purpose of calculating the registration fee, based on \$4.04 per share, the average of the high and low sales prices of the Common Stock, as reported on The NASDAQ Global Market on June 27, 2014.
- (3) The proposed maximum offering price per share of \$3.42 was determined by discounting the offering price per share (as computed in note 2 above) by 15% in accordance with the terms of the ESPP

EXPANATORY NOTE

Registration of Additional Shares under Registrant's 2000 Employee Stock Purchase Plan

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement in order to register an additional 1,000,000 shares of the Registrant's Common Stock issuable under the Registrant's 2000 Employee Stock Purchase Plan, as amended (the "ESPP"). These additional securities are of the same class and relate to the same employee benefit plan as those shares registered on the Registrant's registration statements on Form S-8, previously filed with the Securities and Exchange Commission (the "Commission") on December 27, 2012, July 25, 2011, June 30, 2009, March 10, 2006, and May 18, 2000 (File Nos. 333-185698, 333-175777, 333-160360, 333-132318, and 333-37306, respectively), which are hereby incorporated by reference herein pursuant to General Instruction E of Form S-8.

Registration of Additional Shares under Registrant's 2012 Equity Incentive Plan

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement in order to register an additional 1,000,000 shares of the Registrant's Common Stock issuable under the Registrant's 2012 Equity Incentive Plan, as amended (the "2012 Equity Plan"). These additional securities are of the same class and relate to the same employee benefit plan as those shares registered on the Registrant's registration statement on Form S-8, previously filed with the Commission on December 27, 2012 (File No. 333-185699), which is hereby incorporated by reference herein pursuant to General Instruction E of Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents which have been filed (other than filings or portions of filings that are furnished under applicable SEC rules rather than 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 fiscal year ended September 30, 2013, filed with the Commission on December 9, 2013 (File No. 000-22175)(the "Annual Report");
- (b) The Registrant's Quarterly Reports on Form 10-Q, for the quarter ended December 31, 2013, filed pursuant to the Exchange Act on February 5, 2014 (File No. 000-22175), and for the quarter ended March 31, 2014, filed pursuant to the Exchange Act on May 7, 2014 (File No. 000-22175);
- (c) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report; and
- (d) The description of the Registrant's Common Stock contained in the Registrant's registration statement on Form 8-A filed on February 26, 1997 (File No. 000-22175), including any amendments thereto or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed (other than filings or portions of filings that are furnished under applicable SEC rules rather than 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.

Under no circumstances will any information furnished (but not filed) under current Item 2.02 or 7.01 of any Current Report on Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

| Exhibit | |
|---------|--|
| Number | Description of Exhibit |
| 4.1 | EMCORE Corporation 2000 ESPP (incorporated by reference to Appendix B of Registrant's Proxy Statement filed on January 28, 2014). |
| 4.2 | Emcore Corporation 2012 Equity Plan (incorporated by reference to Appendix A of Registrant's Proxy Statement filed on January 28, 2014). |
| 4.3 | Restated Certificate of Incorporation, dated April 4, 2008 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on April 4, 2008). |
| 4.4 | Certificate of Amendment of Restated Certificate of Incorporation, dated February 15, 2012 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on February 16, 2012). |
| 4.5 | Amended By-Laws, as amended through August 6, 2012 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on August 9, 2012). |
| 4.6 | Form of certificate representing shares of Common Stock (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the registration statement on Form S-1 filed on February 24, 1997). |
| 5.1 | Opinion of Jenner & Block LLP with respect to the legality of the securities being registered hereby (filed herewith) |
| 23.1 | Consent of KPMG LLP (filed herewith) |
| 23.2 | Consent of Jenner & Block LLP (filed as part of Exhibit 5.1) |

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 Albuquerque, State of New Mexico, on July 1, 2014.

EMCORE CORPORATION

By: /s/ Mark B. Weinswig
Mark B. Weinswig
Chief Financial Officer

POWER OF ATTORNEY

We, the undersigned directors and officers of EMCORE Corporation do hereby constitute and appoint Hong Q. Hou, Ph.D. and Mark B. Weinswig, jointly and severally, as our true and lawful attorneys-in-fact and agents, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this registration statement, including specifically but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) to this registration statement; and we do hereby ratify and confirm all that said attorney and agent shall do or cause to be done by virtue hereof.

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 and on the dates indicated.

| Signature | Title | Date |
|---|--|--------------|
| <u>/s/ Hong Q. Hou, Ph.D.</u> Hong Q. Hou, Ph.D. | President and Chief Executive Officer, and Director (Principal Executive Officer) | July 1, 2014 |
| <u>/s/ Mark B. Weinswig</u> Mark B. Weinswig | Chief Financial Officer (Principal Financial and Accounting Officer) | July 1, 2014 |
| <u>/s/ Robert L. Bogomolny</u> Robert L. Bogomolny | Co-Chairman of the Board | July 1, 2014 |
| <u>/s/ Gerald Fine, Ph.D.</u> Gerald Fine, Ph.D. | Co-Chairman of the Board | July 1, 2014 |
| <u>/s/ Reuben F. Richards, Jr.</u> Reuben F. Richards, Jr. | Director | July 1, 2014 |
| <u>/s/ Steve R. Becker</u> Steve R. Becker | Director | July 1, 2014 |
| <u>/s/ Steven Domenik</u> Steven Domenik | Director | July 1, 2014 |
| <u>/s/ Charles T. Scott</u> Charles T. Scott | Director | July 1, 2014 |
| <u>/s/ Sherman McCorkle</u> Sherman McCorkle | Director | July 1, 2014 |
| <u>/s/ James A. Tegnalia</u> James A. Tegnalia | Director | July 1, 2014 |

July 1, 2014

EXHIBIT 5.1

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 (i) 1,000,000 shares of the Company's common stock issuable pursuant to the Company's 2000 Employee Stock Purchase Plan, as the same may be amended or restated, and (ii) 1,000,000 shares of the Company's common stock issuable pursuant to the Company's 2012 Equity Incentive Plan, as the same may be amended or restated. In this opinion, we refer to the plans together as the "Plans," and the shares of the Company's common stock issued pursuant to the Plans as the "Shares."

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 in the form provided to us by the Company, (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 by us, 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 New Jersey Business Corporation Act, including the applicable provisions of the New Jersey Constitution and reported judicial decisions interpreting such law.

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 Plans, be validly issued, fully paid and non-assessable.

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/ Jenner & Block LLP

Jenner & Block LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
EMCORE Corporation:

We consent to the use of our reports with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

/s/KPMG LLP

Albuquerque, New Mexico
July 1, 2014