

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549FORM S-3  
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.)394 ELIZABETH AVENUE, SOMERSET, NEW JERSEY 08873  
(732) 271-9090(Address, including zip code, and telephone number, including  
area code, of registrant's agent for service and principal executive offices)THOMAS G. WERTHAN  
EMCORE CORPORATION  
394 ELIZABETH AVENUE  
SOMERSET, NEW JERSEY 08873  
(732) 271-9090(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

## WITH COPIES TO:

JORGE L. FREELAND, ESQ.  
WHITE & CASE LLP  
200 SOUTH BISCAYNE BLVD.  
MIAMI, FLORIDA 33131  
TEL: (305) 371-2700  
FAX: (305) 358-5744ELLEN B. CORENSWET, ESQ.  
KENNETH R. MCVAY, ESQ.  
BROBECK, PHLEGER & HARRISON, LLP  
1633 BROADWAY, 47TH FLOOR  
NEW YORK, NEW YORK 10019  
TEL: (212) 581-1600  
FAX: (212) 586-7878APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: as soon as  
practicable after the effective date of this Registration Statement.If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box. ☐If any of the securities being registered on this Form are to be offered on  
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, check the following box. ☐If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act of 1933, please check the  
following box and list the Securities Act of 1933 registration statement number  
of the earlier effective registration statement for the same offering. ☒If this Form is a post-effective amendment filed pursuant to Rule 462(c)  
under the Securities Act of 1933, check the following box and list the  
Securities Act of 1933 registration statement number of the earlier effective  
registration statement for the same offering. ☐If delivery of the prospectus is expected to be made pursuant to Rule 434,  
please check the following box. ☐

## CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
Common Stock, no par value.....	\$2,877,702	\$800

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(1) Estimated solely for purposes of calculating the registration fee pursuant  
to Rule 457.  
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EXPLANATORY NOTE

This registration statement is being filed with respect to the registration of additional shares of common stock, no par value, of EMCORE Corporation, a company organized under the laws of New Jersey (the "Company"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended ("Rule 462(b)"). Pursuant to Rule 462(b), the contents of the registration statement of the Company (File No. 333-71791) as amended, which was declared effective on June 10, 1999 (the "Earlier Registration Statement"), including the exhibits thereto, are incorporated by reference into this registration statement. The form of prospectus contained in such Earlier Registration Statement will reflect the aggregate amount of securities registered in this Registration Statement and the Earlier Registration Statement.

The Company certifies that it has wired to the Commission the requisite amount of the registration fee set forth on the cover page of this Registration Statement.

PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS

All exhibits filed with or incorporated by reference in Registration Statement No. 333-71791 are incorporated by reference into, and shall be deemed part of, this registration statement, except the following which are filed herewith:

EXHIBIT NO.	DESCRIPTION
- - - - -	- - - - -
5.1	-- Form of White & Case LLP Opinion
23.1	-- Consent of Deloitte & Touche LLP
23.2	-- Consent of PricewaterhouseCoopers LLP
23.3	-- Consent of Arthur Andersen LLP
23.4	-- Consent of White & Case (included in Exhibit 5.1)
23.5	-- Consent of Lerner David Littenberg Krumholz & Mentlik

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Somerset, State of New Jersey, on June 11, 1999.

## EMCORE CORPORATION

By \_\_\_\_\_  
 Reuben F. Richards, Jr.  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-3 has been signed by the following persons in the capacities indicated, on June 11, 1999.

## SIGNATURE

## TITLE

*	Chairman of the Board and Director
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Thomas J. Russell	
*	President, Chief Executive Officer and
-----	
Reuben F. Richards, Jr.	Director (Principal Executive Officer)
/s/ THOMAS G. WERTHAN	Vice President, Chief Financial
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Thomas G. Werthan	Officer, Secretary and Director (Principal Accounting and Financial Officer)
*	Director
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Richard A. Stall	
*	Director
-----	
Charles Scott	
*	Director
-----	
Robert Louis-Dreyfus	
*	Director
-----	
Hugh H. Fenwick	
*	Director
-----	
Shigeo Takayama	
/s/ JOHN J. HOGAN, JR.	Director
-----	
John J. Hogan, Jr.	
*By: /s/ THOMAS G. WERTHAN	
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Thomas G. Werthan	
Attorney-in-Fact	

## WHITE &amp; CASE LLP OPINION

June 11, 1999

Emcore Corporation Company  
394 Elizabeth Avenue  
Somerset, New Jersey 08873

Re: EMCORE Corporation  
Public offering of shares of Common Stock

Ladies and Gentlemen:

On the date hereof EMCORE Corporation, a New Jersey corporation (the "Company"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (No. 333- ) a Registration Statement on Form S-3 (the "Registration Statement").

We have acted as counsel to the Company in connection with the preparation of the Registration Statement. We are familiar with the proceedings of the Board of Directors of the Company in connection with the authorization, issuance and sale of the Shares. We have examined such certificates of public officials and certificates of officers of the Company and the selling shareholders, and the originals (or copies thereof, certified to our satisfaction) of such corporate documents and records of the Company, and such other documents, records and papers as we have deemed relevant in order to give the opinions hereinafter set forth. In this connection, we have assumed the genuineness of signatures, the authenticity of all documents submitted to us as

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originals and the conformity to authentic original documents of all documents submitted to us as certified, conformed, facsimile or photostatic copies. In addition, we have relied, to the extent that we deem such reliance proper, upon such certificates of public officials and of officers of the Company with respect to the accuracy of material factual matters contained therein which were not independently established.

We do not express or purport to express any opinions with respect to laws other than the Federal laws of the United States. As to all matters governed by the laws of the State of New Jersey involved in our opinions set forth below, we have relied, with your consent, upon an opinion of Dillon Bitar & Luther dated today and addressed to us.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and delivered by the Company against payment therefor as provided by the Underwriting Agreement will be validly issued, fully paid and non-assessable, and may be issued free of restrictive legends.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus forming a part of the Registration Statement.

Very truly yours,

White & Case LLP

## INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of EMCORE Corporation on Form S-3 of our report dated May 14, 1999 (which expresses an unqualified opinion and includes an explanatory paragraph relating to a restatement described in Note 20), included in the Annual Report on Form 10-K/A of EMCORE Corporation for the year ended September 30, 1998, and to the use of our report dated May 14, 1999, appearing in the Prospectus, which is part of this Registration Statement. We also consent to the reference to us under the heading "Experts" in such Prospectus.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey  
June 10, 1999

## CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the inclusion and incorporation in this registration statement on Form S-3 of our report dated November 3, 1997, except for Note 15, as to which the date is December 5, 1997, on our audits of the financial statements and financial statement schedule of EMCORE Corporation as of September 30, 1997, and for the two years ended September 30, 1997. We also consent to the references to our firm under the caption "Experts".

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Florham Park, New Jersey  
June 10, 1999



## CONSENT OF ARTHUR ANDERSEN LLP

As independent public accountants, we hereby consent to the use of our report dated March 21, 1997 on the financial statements of MicroOptical Devices, Inc. for the year ended December 31, 1996 and for the period from inception (August 3, 1995) through December 31, 1995 and 1996, included in or made a part of this registration statement under Form S-3 for EMCORE Corporation.

Albuquerque, New Mexico  
June 10, 1999

Consent of Lerner, David, Littenberg, Krumholz & Mentlik, LLP

We hereby consent to the reference to our firm under the caption "Experts" in the Registration Statement on Form S-3 of EMCORE Corporation for the offering of shares of common stock by EMCORE Corporation and certain selling shareholders.

/s/ Lerner, David, Littenberg, Krumholz & Mentlik, LLP

Lerner, David, Littenberg, Krumholz & Mentlik, LLP

June 11, 1999  
Westfield, New Jersey