

# ADVANCED ENERGY INDUSTRIES INC

## FORM RW

(Withdrawal of Registration Statement)

Filed 10/23/2000

Address	1625 SHARP POINT DR FT COLLINS, Colorado 80525
Telephone	970-221-4670
CIK	0000927003
Industry	Electronic Instr. & Controls
Sector	Technology
Fiscal Year	12/31

October 23, 2000

# Securities and Exchange Commission

450 Fifth Street, N.W.

Washington, DC 20549

Attn: Abby Adams

## Re: Advanced Energy Industries, Inc.

Registration Statement on Form S-4, as amended (No. 333-43744)

Ladies and Gentlemen:

Pursuant to Rule 477 of the Securities Act of 1933, Advanced Energy Industries, Inc. (the "Registrant") hereby applies to have the above-referenced Registration Statement (the "Registration Statement") withdrawn. Pursuant to the Registration Statement, the Registrant proposed to register an aggregate of 900,000 shares of common stock (the "Shares") for issuance pursuant to an Agreement and Plan of Reorganization, dated July 6, 2000 (the "Agreement"), among Engineering Measurements Company ("EMCO"), the Registrant and Flow

Acquisition Corporation, a wholly-owned subsidiary of the Registrant.

The Registrant and EMCO have renegotiated the Agreement as of October 20, 2000 to restructure the transaction as an all cash merger in which the Registrant will pay the EMCO shareholders an aggregate of \$30,000,000 plus an amount relating to options that are exercised before completion of the merger. Therefore, the Registrant will not be issuing the Shares to the EMCO shareholders as provided under the original Agreement. No securities have been sold under the Registration Statement and all activity in pursuit of the subject offering has been discontinued.

Accordingly, we hereby request that an order granting the withdrawal of the Registration Statement be issued by the Commission as soon as possible.

Please contact Carissa C. W. Coze of Thelen Reid & Priest LLP at 415-369-7060 if you have any questions regarding the withdrawal of the Registration Statement.

Yours truly,

/s/ Douglas S. Schatz

Douglas S. Schatz,  
Chief Executive Officer and  
Chairman of the Board

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**End of Filing**

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