

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ARRAY TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

3674
(Primary Standard Industrial
Classification Code Number)

83-2747826
(I.R.S. Employer
Identification No.)

3901 Midway Place NE
Albuquerque, New Mexico 87109
(505) 881-7567

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Jim Fusaro
Chief Executive Officer
Array Technologies, Inc.
3901 Midway Place NE
Albuquerque, New Mexico 87109
(505) 881-7567

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Joshua N. Korff, P.C.
Michael Kim, P.C.
Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York 10022
(212) 446-4800

Charlotte MacVane
General Counsel and Chief Legal Officer
Array Technologies, Inc.
3901 Midway Place NE
Albuquerque, New Mexico 87109
(505) 881-7567

Michael Kaplan
Roshni Banker Cariello
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-248969

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act 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(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, par value \$0.001 per share	2,875,000	\$22.00	\$63,250,000	\$6,900.58

(1) Represents only the additional number of shares of Common Stock being registered, and includes 375,000 additional shares of Common Stock that the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-248969).

(2) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$1,086,750,000 on the Registration Statement on Form S-1, as amended (File No. 333-248969), which was declared effective by the Securities and Exchange Commission on October 14, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$63,250,000 are hereby registered.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Array Technologies, Inc., the registrant whose name appears on the cover of this registration statement, is a Delaware corporation. Immediately prior to the effectiveness of the Prior Registration Statement (as defined below), ATI Intermediate Holdings, LLC, a Delaware limited liability company, converted into a Delaware corporation pursuant to a statutory conversion and changed its name to Array Technologies, Inc. The registrant is filing this Registration Statement with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-248969) (the "Prior Registration Statement"), which the Commission declared effective on October 14, 2020.

The registrant is filing this registration statement for the sole purpose of increasing by 2,875,000 shares the number of shares of its Common Stock, par value \$0.001 per share, to be registered for sale, 375,000 of which may be sold by the selling stockholder upon exercise of the underwriters' option to purchase additional shares. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement, and all exhibits to the Prior Registration Statement, are hereby incorporated by reference into this registration statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Item 16. Exhibits

<u>Exhibit Number</u>	<u>Document</u>
5.1	Opinion of Kirkland & Ellis LLP
23.1	Consent of BDO USA, LLP, independent registered public accounting firm
23.2	Consent of Kirkland & Ellis LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included in page II-5 of the Registration Statement on Form S-1 (File No. 333-248969) filed on September 22, 2020)

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Array Technologies, Inc. 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 October 14, 2020.

Array Technologies, Inc.

By: /s/ Jim Fusaro

Name: Jim Fusaro

Title: Chief Executive Officer

* * * *

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 below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jim Fusaro</u> Jim Fusaro	Chief Executive Officer and Director (principal executive officer)	October 14, 2020
<u>/s/ Nipul Patel</u> Nipul Patel	Chief Financial Officer (principal financial officer and principal accounting officer)	October 14, 2020
<u>*</u> Troy Alstead	Director	October 14, 2020
<u>*</u> Orlando D. Ashford	Director	October 14, 2020
<u>*</u> Frank Cannova	Director	October 14, 2020
<u>*</u> Ron P. Corio	Director	October 14, 2020
<u>*</u> Brad Forth	Chairman of the Board of Directors	October 14, 2020
<u>*</u> Peter Jonna	Director	October 14, 2020
<u>*</u> Jason Lee	Director	October 14, 2020
<u>* /s/ Nipul Patel</u> Nipul Patel <i>Attorney-in-Fact</i>		

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022
United States

+1 212 446 4800

www.kirkland.com

October 14, 2020

Array Technologies, Inc. (f/k/a ATI Intermediate Holdings, LLC)
3901 Midway Place NE
Albuquerque, New Mexico 87109

Ladies and Gentlemen:

We are acting as special counsel to Array Technologies, Inc. (f/k/a ATI Intermediate Holdings, LLC) (the “Company”), in connection with the preparation and filing of a Registration Statement on Form S-1, originally filed with the Securities and Exchange Commission (the “Commission”) on September 22, 2020 (File No. 333-248969), under the Securities Act of 1933, as amended (the “Act”) (such Registration Statement, as amended or supplemented and including the exhibits thereto, is hereinafter referred to as the “Registration Statement”), and a registration statement filed pursuant to Rule 462(b) of the Act (the “462(b) Registration Statement”) relating to the proposed registration by the Company of shares of common stock, par value \$0.001 per share, of the Company (“Common Stock”). The shares of Common Stock to be registered pursuant to the 462(b) Registration Statement and sold by the selling stockholder identified in the Registration Statement are referred to herein as the “Additional Shares.” The offering of the Additional Shares is referred to herein as the “Offering.”

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the Amended and Restated Certificate of Incorporation of the Company in the form filed as Exhibit 3.1 to the Registration Statement and to be filed with the Secretary of State of the State of Delaware prior to the sale of any Additional Shares (the “New Charter”); (ii) the Amended and Restated Bylaws of the Company in the form filed as Exhibit 3.2 to the Registration Statement to be adopted by the board of directors of the Company prior to the sale of any Additional Shares (the “New Bylaws”); (iii) the Underwriting Agreement in the form filed as Exhibit 1.1 to the Registration Statement (the “Underwriting Agreement”); (iv) resolutions of the board of directors of the Company; (v) the Registration Statement; and (vi) the 462(b) Registration Statement.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have not independently established or verified any facts relevant to the opinion expressed herein, but have relied upon statements and representations of officers and other representatives of the Company and others as to factual matters.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that, upon (i) the filing of the New Charter with the Secretary of State for the State of Delaware and the effectiveness thereof under Delaware law, (ii) the adoption of the New Bylaws by the board of directors of the Company, (iii) due action by the board of directors of the Company or a duly appointed committee thereof to determine the price per share of the Additional Shares, (iv) the due execution and delivery of the Underwriting Agreement by the parties thereto and (v) the effectiveness of the 462(b) Registration Statement under the Act, the Additional Shares will have been duly authorized and will be validly issued, fully paid and non-assessable.

Beijing Boston Chicago Dallas Hong Kong Houston London Los Angeles Munich Palo Alto Paris San Francisco Shanghai Washington, D.C.

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Our opinions expressed above are subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the 462(b) Registration Statement. We also consent to the reference to our firm under the heading “Legal Matters” in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or “Blue Sky” laws of the various states to the Offering.

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 the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise.

This opinion is furnished to you in connection with the filing of the 462(b) Registration Statement.

Sincerely,

/s/ KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated August 11, 2020, relating to the consolidated financial statements of ATI Intermediate Holdings, LLC (the “Company”), which is included in the Company’s Registration Statement on Form S-1 (No. 333-248969).

We also consent to the reference to us under the heading “Experts” in the Registration Statement on Form S-1 (No. 333-248969) incorporated by reference in this Registration Statement.

/s/ BDO USA, LLP

Austin, Texas

October 14, 2020