

AVISTA CORP  
Form POS AM  
December 23, 2014

As filed with the Securities and Exchange Commission on December 23, 2014  
Registration No. 333-194310

---

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

FORM S-4/A  
POST-EFFECTIVE AMENDMENT NO. 1  
to  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

AVISTA CORPORATION  
(Exact name of Registrant as specified in its charter)

|                                                                                 |                                                                               |                                                       |
|---------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------|
|                                                                                 | 4931<br>(Primary Standard<br>Industrial<br>Classification Number)             |                                                       |
| Washington<br>(State or other jurisdiction of<br>incorporation or organization) | 1411 East Mission<br>Avenue<br>Spokane, Washington<br>99202<br>(509) 489-0500 | 91-0462470<br>(I.R.S. Employer<br>Identification No.) |

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

MARIAN M. DURKIN  
Senior Vice President, General Counsel and  
Chief Compliance Officer  
Avista Corporation  
1411 East Mission Avenue  
Spokane, Washington 99202  
(509) 489-0500

J. ANTHONY TERRELL  
Pillsbury Winthrop Shaw Pittman LLP  
1540 Broadway  
New York, New York 10036  
(212) 858-1000

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

Copies to  
WILLIAM A. CORBUS  
Chairman of the Board and President  
Alaska Energy and Resources Company  
5601 Tongard Court

STEVEN G. ROWLES  
Morrison & Foerster LLP  
12531 High Bluff Drive, Suite 100  
San Diego, California 92130

Juneau, Alaska 99801

Approximate date of commencement of the proposed sale of the securities to the public: This Post-Effective Amendment is being filed to deregister all of the unsold securities previously registered under the Registration Statement that remain unissued.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, 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, 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

(Do not check if a smaller reporting Company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

---

---

DEREGISTRATION OF SECURITIES

Pursuant to the the registration statement on Form S-4 as filed on March 4, 2014 and as amended by Amendment No. 1 on Form S-4/A (File No. 333-194310) as filed on May 8, 2014, which was declared effective by the Securities and Exchange Commission on May 8, 2014 (the “Registration Statement”), 7,250,000 shares of common stock, no par value (“Common Stock”), of Avista Corporation (the “Registrant”) were registered in connection with the merger of Alaska Merger Sub, Inc., a wholly-owned subsidiary of the Registrant, with and into Alaska Energy and Resources Company (the “Merger”). Upon the consummation of the Merger on July 1, 2014, the Registrant issued 4,500,014 shares of Common Stock to the shareholders of Alaska Energy and Resources Company. On October 3, 2014, the Registrant issued an additional 1,427 shares of Common Stock to the shareholders of Alaska Energy Resources Company, in connection with a working capital adjustment. In accordance with the undertaking of the Registrant set forth in the Registration Statement, the Registrant is filing this Post-Effective Amendment No. 1 to deregister the 2,748,559 shares of Common Stock previously registered that remain unissued.

---

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Spokane and State of Washington on the 23<sup>rd</sup> day of December, 2014.

AVISTA CORPORATION

By: /s/ Mark T. Thies  
Mark T. Thies  
Senior Vice President,  
Chief Financial Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Signature                                                                                             | Title                        | Date              |
|-------------------------------------------------------------------------------------------------------|------------------------------|-------------------|
| *                                                                                                     | Principal Executive Officer  |                   |
| Scott L. Morris<br>Chairman of the Board, President and Chief Executive Officer                       |                              |                   |
| /s/ Mark T. Thies<br>Mark T. Thies<br>Senior Vice President,<br>Chief Financial Officer and Treasurer | Principal Financial Officer  |                   |
| *                                                                                                     | Principal Accounting Officer |                   |
| Christy M. Burmeister-Smith<br>Vice President, Controller and Principal Accounting Officer            |                              |                   |
| *                                                                                                     |                              |                   |
| Erik J. Anderson                                                                                      |                              |                   |
| *                                                                                                     |                              | December 23, 2014 |
| Kristianne Blake                                                                                      |                              |                   |
| *                                                                                                     |                              |                   |
| Donald C. Burke                                                                                       |                              |                   |
| *                                                                                                     |                              |                   |
| John F. Kelly                                                                                         | Director                     |                   |
| *                                                                                                     |                              |                   |
| Rebecca A. Klein                                                                                      |                              |                   |
| *                                                                                                     |                              |                   |
| Marc F. Racicot                                                                                       |                              |                   |
| *                                                                                                     |                              |                   |
| Heidi B. Stanley                                                                                      |                              |                   |

\*

R. John Taylor

\* By:

/s/ Marian M. Durkin  
Marian M. Durkin  
Attorney-in-fact