

REGISTRATION STATEMENT NO. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

VICOR CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

25 FRONTAGE ROAD

ANDOVER, MA 01810

DELAWARE
(STATE OF INCORPORATION)

(978) 470-2900
(ADDRESS OF REGISTRANT'S
PRINCIPAL EXECUTIVE OFFICES)

04-2742817
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

VICOR CORPORATION

AMENDED AND RESTATED 2000 STOCK OPTION AND INCENTIVE PLAN

(FULL TITLE OF THE PLANS)

PATRIZIO VINCIARELLI

CHAIRMAN OF THE BOARD, PRESIDENT AND CHIEF EXECUTIVE OFFICER

VICOR CORPORATION

25 FRONTAGE ROAD

ANDOVER, MA 01810

(978) 470-2900

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

WITH COPY TO:

PAUL W. LEE, P.C.

GOODWIN PROCTER LLP

EXCHANGE PLACE

BOSTON, MASSACHUSETTS 02109-2881

(617) 570-1000

CALCULATION OF REGISTRATION FEE

Title of Securities Being Registered	Amounts to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share	2,000,000 shares (1)	\$7.31 (2)	\$14,620,000 (2)	\$1,346

(1) Plus such additional number of shares as may be required pursuant to the Amended and Restated 2000 Stock Option and Incentive Plan in the event of a stock dividend, reverse stock split, split-up, recapitalization or other similar event.

(2) This estimate is made pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended (the "Securities Act"), solely for the purpose of determining the registration fee. This registration fee is based upon the market value of outstanding shares of Vicor Corporation's common stock on September 5, 2002, utilizing the average of the high and low sale prices as reported on the Nasdaq Stock Market.

STATEMENT UNDER GENERAL INSTRUCTION E - REGISTRATION OF
ADDITIONAL SECURITIES

This Registration Statement on Form S-8 relates to 2,000,000 additional shares of common stock, \$0.01 par value (the "Common Stock"), of Vicor Corporation (the "Company"), which may be issued under the Company's Amended and Restated 2000 Stock Option and Incentive Plan (the "Plan"). The Company hereby incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-44790, filed with the Securities and Exchange Commission (the "Commission") on August 30, 2000, relating to 2,000,000 shares of Common Stock issuable pursuant thereto. The total number of shares of Common Stock issuable pursuant to the Plan is now 4,000,000.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Company hereby incorporates by reference the documents listed in (a) through (d) below, which have been previously filed with the Commission.

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001;
- (b) The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2002;
- (c) The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2002; and
- (d) The description of the Company's Common Stock contained in its registration statement on Form 10, filed pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

In addition, all documents subsequently filed by the Company with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment 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 to be part hereof from the date of filing of such documents.

ITEM 8. EXHIBITS

The exhibits listed below represent a complete list of exhibits filed or incorporated by reference as part of this registration statement.

- 5.1 Opinion of Goodwin Procter LLP, as to the legality of the securities being registered.
- 23.1 Consent of Independent Auditors.
- 23.2 Consent of Goodwin Procter LLP (included in Exhibit 5.1 hereto).
- 24.1 Powers of Attorney (included on signature page of this registration statement).
- 99.1 Vicor Corporation Amended and Restated 2000 Stock Option and Incentive Plan (incorporated by reference to Exhibit A of the Company's Proxy Statement for use in connection with its 2002 Annual Meeting of Stockholders, which was filed with the Commission on April 29, 2002).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 Town of Andover, the Commonwealth of Massachusetts, on this 6th day of September, 2002.

VICOR CORPORATION

By: /s/ Patrizio Vinciarelli

 Patrizio Vinciarelli
 Chairman of the Board, President and
 Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Patrizio Vinciarelli and Mark A. Glazer acting together or singularly, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him in his name, place and stead, in any and all capacities, (i) to sign any and all amendments (including post-effective amendments) to this Registration Statement and (ii) to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission under the Securities Act. The undersigned hereby ratifies and confirms all that such attorney-in-fact or his substitute may lawfully 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(S) - - - - -	DATE - - - -
/s/ Patrizio Vinciarelli ----- Patrizio Vinciarelli	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	September 6, 2002
/s/ Mark A. Glazer ----- Mark A. Glazer	Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)	September 6, 2002
/s/ M. Michael Ansour ----- M. Michael Ansour	Director	September 6, 2002
/s/ Estia J. Eichten ----- Estia J. Eichten	Director	September 6, 2002
/s/ Barry Kelleher ----- Barry Kelleher	Director and Senior Vice President, Global Operations	September 6, 2002

SIGNATURE

TITLE(S)

DATE

/s/ Jay M. Prager

Jay M. Prager

Director and Senior Vice President, Technology

September 6, 2002

/s/ David T. Riddiford

David T. Riddiford

Director

September 6, 2002

Samuel Anderson

Director

September 6, 2002

EXHIBIT INDEX

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September 6, 2002

Vicor Corporation
25 Frontage Road
Andover, Massachusetts 01810

Re: Vicor Corporation/Registration Statement On Form S-8

Ladies and Gentlemen:

This opinion is furnished in connection with the registration pursuant to the Securities Act of 1933, as amended (the "Act"), of 2,000,000 additional shares (the "Shares") of common stock, par value \$.01 per share (the "Common Stock"), of Vicor Corporation (the "Company") which may be issued pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan (the "Plan").

We have acted as counsel to the Company in connection with the registration of the sale of the Shares under the Act. We have examined the Plan, the Restated Certificate of Incorporation and the Amended and Restated By-laws of the Company; such records of the corporate proceedings of the Company as we deemed material; and such other certificates, receipts, records and documents as we considered necessary for the purposes of this opinion.

We are attorneys admitted to practice in the Commonwealth of Massachusetts. We express no opinion concerning the laws of any jurisdictions other than the laws of the United States and the Commonwealth of Massachusetts and the general corporation laws of the State of Delaware.

Based upon the foregoing, we are of the opinion that upon the issuance and delivery of the Shares, and the receipt of full consideration therefor, in accordance with the terms of the Registration Statement and the Plan, the Shares will be legally issued, fully paid and non-assessable shares of the Company's Common Stock.

The foregoing assumes that all requisite steps will be taken to comply with the requirements of the Act and applicable requirements of state laws regulating the offer and sale of securities.

We hereby consent to the filing of this opinion as part of the above-referenced Registration Statement and to the use of our name therein.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) for the registration of 2,000,000 shares of Common Stock pertaining to the Vicor Corporation Amended and Restated 2000 Stock Option and Incentive Plan of our report dated January 25, 2002, except for the third paragraph of Note 6, as to which the date is February 28, 2002, with respect to the consolidated financial statements and schedule of Vicor Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2001, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
September 6, 2002