

AVISTA CORP  
Form S-8 POS  
February 07, 2006

As filed with the Securities and Exchange Commission on February 7, 2006  
Registration No. 333-126577

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**POST-EFFECTIVE  
AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**Avista Corporation**  
*(Exact name of registrant as specified in its charter)*

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Washington  
*(State or other jurisdiction of  
incorporation or organization)*

91-0462470  
*(I.R.S. Employer  
Identification Number)*

1411 East Mission Avenue  
Spokane, Washington 99202-2600  
(509) 489-0500  
*(Address, including zip code, and telephone number, including area code, of registrant's principal executive  
offices)*

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**Avista Corporation**  
**Long-Term Incentive Plan**  
*(Full title of the plan)*

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M. K. MALQUIST  
*Senior Vice President, Chief Executive Officer and Treasurer*  
AVISTA CORPORATION  
1411 East Mission Avenue  
Spokane, Washington 99202-2600  
(509) 489-0500

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

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Copy to:

Benjamin I. Delancy  
Thelen Reid & Priest LLP  
701 Eighth Street, NW  
Washington, D.C. 20001  
(202) 508-4000

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 of Avista Corporation (File No. 333-126577), is being filed to include therein Exhibit 5.1, the legal opinion of Heller Ehrman LLP.

**Item 8. Exhibits.**

<u>Exhibit Number</u>		<u>Description of Exhibits</u>
3.1*	-	Restated Articles of Incorporation of Avista Corporation as amended November 1, 1999, filed as Exhibit 3(a) to the Annual Report on Form 10-K for the period ended December 31, 2001, which exhibit is incorporated herein by reference.
3.2*	-	Bylaws of Avista Corporation, as amended August 13, 2004, filed as Exhibit 3(b) to the Current Report on Form 8-K dated as of August 13, 2004, which exhibit is incorporated herein by reference.
4.1*	-	Avista Corporation Long-Term Incentive Plan, as amended, filed as Appendix A to the Definitive Proxy Statement on Schedule 14A of Avista Corporation filed on March 31, 2005, which appendix is incorporated herein by reference.
5.1**	-	Opinion of Heller Ehrman LLP
15**	-	Letter from Deloitte & Touche LLP regarding Unaudited Interim Financial Information
23.1**	-	Consent of Deloitte & Touche LLP
23.2**	-	Consent of Heller Ehrman LLP (included in Exhibit 5.1)
24.1*	-	Power of Attorney

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\* Previously filed.

\*\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 Post-Effective Amendment No. 1 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 this 7<sup>th</sup> day of February, 2006.

**AVISTA CORPORATION**

By: /s/ Malyn K. Malquist  
Malyn K. Malquist  
Senior Vice President, Chief Financial  
Officer & Treasurer

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

<u>Signature</u>	<u>Title</u>
* _____ Gary G. Ely Chairman of the Board President and Chief Executive Officer	Principal Executive Officer
* _____ Malyn K. Malquist Senior Vice President, Chief Financial Officer & Treasurer	Principal Financial Officer and Accounting Officer
* _____ Erik J. Anderson	Director
* _____ Kristianne Blake	Director
* _____ David A. Clack	Director

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Director

            
Roy Lewis Eiguren

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\* Director

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Jack W. Gustavel

\* Director

\_\_\_\_\_  
John F. Kelly

\* Director

\_\_\_\_\_  
Jessie J. Knight, Jr.

\* Director

\_\_\_\_\_  
Michael L. Noël

\* Director

\_\_\_\_\_  
Lura J. Powell, Ph.D.

\* Director

\_\_\_\_\_  
R. John Taylor

\*By: /s/ Malyn K. Malquist

Malyn K. Malquist  
Attorney-in-Fact

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EXHIBIT INDEX

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15	<u>Interim Financial Information</u>
23.1	<u>Consent of Deloitte &amp; Touche LLP</u>
23.2	Consent of Heller Ehrman LLP (included in Exhibit 5.1)
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