

PLUG POWER INC  
Form 8-K  
September 02, 2005

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported) September 2, 2005**

---

**PLUG POWER INC.**

(Exact Name of Registrant as Specified in Its Charter)

---

**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**0-27527**  
(Commission File Number)

**22-3672377**  
(IRS Employer  
  
Identification No.)

**968 Albany-Shaker Road, Latham, New York**  
(Address of Principal Executive Offices)

**12110**  
(Zip Code)

**Registrant's telephone number, including area code (518) 782-7700**

Edgar Filing: PLUG POWER INC - Form 8-K

N/A

(Former Name or Former Address, if Changed Since Last Report)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 8.01. Other Events.**

On September 2, 2005, Plug Power Inc. (the Company) issued a press release announcing that it has completed the sale of 1,000,000 additional shares of its common stock pursuant to the underwriters exercise of their over-allotment option in connection with the Company's recent common stock offering. The shares were sold at the public offering price of \$6.25 per share for aggregate proceeds to the Company of \$6.25 million, before underwriting discounts and commissions and other offering expenses. The Company intends to use the net proceeds of the offering for working capital purposes, funds for operations, capital expenditures, research and product development, potential future acquisitions and other general corporate purposes.

Citigroup Global Markets Inc. was the sole bookrunner for this offering and Stephens Inc. acted as co-manager. The Shares were covered by the Company's Registration Statement on Form S-3 (File No. 333-117358) and were sold to the several underwriters named in, and pursuant to, the underwriting agreement, dated as of August 4, 2005, by and among the Company and the underwriters named therein. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) *Exhibits.*

**Exhibit**

| <u>Number</u> | <u>Description</u>  |
|---------------|---|
| 5.1*          | Legal Opinion of Goodwin Procter LLP dated September 2, 2005. |
| 23.1*         | Consent of Goodwin Procter LLP (included in Exhibit 5.1).     |
| 99.1*         | Press Release dated September 2, 2005.                        |

\* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PLUG POWER INC.

Dated: September 2, 2005

By: /s/ David A. Neumann

---

David A. Neumann  
Chief Financial Officer

EXHIBIT INDEX

- 5.1\* Legal Opinion of Goodwin Procter LLP dated September 2, 2005.
- 23.1\* Consent of Goodwin Procter LLP (included in Exhibit 5.1).
- 99.1\* Press Release of Plug Power Inc. dated September 2, 2005.

---

\* Filed herewith.