

ENVIRONMENTAL POWER CORP  
Form S-8 POS  
April 21, 2008

As filed with the Securities and Exchange Commission on April 21, 2008

Registration No. 333-134284

# **SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## **POST-EFFECTIVE AMENDMENT NO. 1**

**to**

## **FORM S-8**

**REGISTRATION STATEMENT**

**UNDER THE SECURITIES ACT OF 1933**

# **ENVIRONMENTAL POWER CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

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

**75-3117389**  
(I.R.S. Employer  
Identification No.)

**120 White Plains Road, 6th Floor**

**Tarrytown, New York**  
(Address of Principal Executive Offices)

**10591**  
(Zip Code)

**2006 Equity Incentive Plan**

**2006 Director Option Plan**

(Full Title of the Plan)

**Richard E. Kessel**

**President and Chief Executive Officer**

**Environmental Power Corporation**

**120 White Plains Road, 6th Floor**

**Tarrytown, New York 10591**

(Name and Address of Agent for Service)

**(914) 631-1435**

(Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*

**Dennis Haines**  
**Vice President and General Counsel**  
**Environmental Power Corporation**  
**120 White Plains Road, 6th Floor**  
**Tarrytown, New York 10591**  
**(914) 631-1435**

**Scott Pueschel, P.C.**  
**Pierce Atwood LLP**  
**One New Hampshire Avenue, Suite 350**  
**Portsmouth, New Hampshire 03801**  
**(603) 433-6300**

**EXPLANATORY NOTE**

Pursuant to a registration statement on Form S-8 (the 2006 Director Plan Registration Statement ) filed with the Commission on May 19, 2006 (File No. 333-134284), the Registrant registered 300,000 shares of its Common Stock, \$0.01 par value per share ( Common Stock ), issuable in connection with the Registrant 's 2006 Director Option Plan (the 2006 Director Plan ). The 2006 Director Plan has been terminated. At the time of termination of the 2006 Director Plan, an aggregate of 210,000 shares of Common Stock covered by the 2006 Director Plan Registration Statement had not previously been issued or were not subject to outstanding stock awards (the Unused 2006 Director Plan Shares ).

This Post-Effective Amendment No. 1 to the 2006 Director Plan Registration Statement is being filed for the purpose of transferring the Unused 2006 Director Plan Shares to a registration statement on Form S-8 filed on or about the date hereof, registering an additional 500,000 shares of Common Stock issuable pursuant to stock based awards to be issued under the Registrant 's 2006 Equity Incentive Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Tarrytown, New York on this 18th day of April, 2008.

ENVIRONMENTAL POWER CORPORATION

By: /s/ Richard E. Kessel  
 Richard E. Kessel  
 President and Chief Executive Officer

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 dates indicated.

| Signature  | Title  | Date           |
|--|--|----------------|
|  | President, Chief Executive Officer and Director        |                |
| /s/ Richard E. Kessel<br>Richard E. Kessel           | (Principal Executive Officer)                          | April 18, 2008 |
|  | Senior Vice President, Chief Financial Officer and     |                |
| /s/ Michael E. Thomas<br>Michael E. Thomas           | Treasurer (Principal Financial and Accounting Officer) | April 18, 2008 |
| /s/ Joseph E. Cresci<br>Joseph E. Cresci             | Chairman of the Board of Directors                     | April 18, 2008 |
| /s/ Kamlesh R. Tejwani<br>Kamlesh R. Tejwani         | Vice Chairman of the Board of Directors                | April 18, 2008 |
| /s/ John R. Cooper<br>John R. Cooper                 | Director   | April 18, 2008 |
| /s/ Lon Hatamiya<br>Lon Hatamiya                     | Director   | April 18, 2008 |
| /s/ Steven Kessner<br>Steven Kessner                 | Director   | April 18, 2008 |
| /s/ August Schumacher, Jr.<br>August Schumacher, Jr. | Director   | April 18, 2008 |
| Robert I. Weisberg                                   | Director   |                |
| /s/ Roger S. Ballentine<br>Roger S. Ballentine       | Director   | April 18, 2008 |