

FUELCELL ENERGY INC  
Form 8-K/A  
March 19, 2010

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

**FORM 8-K/A**

**(Amendment No. 2)**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): October 27, 2009**

**FUELCELL ENERGY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**1-14204**

(Commission File Number)

**06-0853042**

(IRS Employer Identification No.)

**3 Great Pasture Road, Danbury, Connecticut**

(Address of Principal Executive Offices)

**06813**

(Zip Code)

Registrant's telephone number, including area code: **(203) 825-6000**

**Not Applicable**

(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))

FuelCell Energy, Inc. (the Company) is filing this Form 8-K/A to amend the Company's Current Report on Form 8-K, originally filed with the Securities and Exchange Commission on November 2, 2009 (the Original Filing). The purpose of the amendment is to remove confidential treatment from certain items in Exhibits 10.1 and 10.2 as follows:

| <b>Exhibit Number</b> | <b>Agreement</b>  | <b>Section being Changed</b> |
|-----------------------|---|------------------------------|
| 10.1                  | Stack Technology Transfer and License Agreement           | Exhibits A, B, C and D       |
| 10.2                  | Contract for the Supply of DFC Modules and DFC Components | Appendix A, B, C and D       |

**Item 9.01. Financial Statements and Exhibits**

- 4.01 Securities Purchase Agreement (filed as an Exhibit to the Form 8-K filed on November 2, 2009)
- 10.1 Stack Technology Transfer and License Agreement
- 10.2 Contract for the Supply of DFC Modules and DFC Components
- 99.1 Press release, dated October 27, 2009, issued by FuelCell Energy, Inc. (filed as an Exhibit to the Form 8-K filed on November 2, 2009)

Confidential treatment has been requested as to certain portions of Exhibits 10.1 and 10.2. Redacted portions of the exhibits are marked with an \* and have been filed separately with the SEC.

**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.

FUELCELL ENERGY, INC.

Date: March 19, 2010

By: /s/ Joseph G. Mahler  
Joseph G. Mahler  
Senior Vice President, Chief Financial Officer,  
Corporate Secretary and Treasurer