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PLUG POWER INC
Form S-8
November 02, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 2, 2001

Registration Statement No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PLUG POWER INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(STATE OF INCORPORATION)

22-3672377
(I.R.S. EMPLOYER IDENTIFICATION NO.)

968 ALBANY-SHAKER ROAD
LATHAM, NY 12110
(518) 782-7700
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

1999 STOCK OPTION AND INCENTIVE PLAN
(Full title of the Plan)

ROGER SAILLANT
Chief Executive Officer
Plug Power Inc.
968 ALBANY-SHAKER ROAD
LATHAM, NY 12110
(518) 782-7700
(Name, Address and Telephone Number Including Area Code, of Agent for Service)

With a copy to:
ROBERT P. WHALEN, JR., P.C.
Goodwin Procter LLP
Exchange Place
Boston, Massachusetts 02109-2881
(617) 570-1000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2) (3)	Reg
Common Stock, \$0.01 par value	3,637,439	\$7.87	\$28,626,644.93	

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- (1) This Registration Statement also relates to such indeterminate number of additional shares of Plug Power Inc. Common Stock as may be required pursuant the 1999 Stock Option and Incentive Plan in the event of a stock dividend, reverse stock split, split-up, recapitalization, forfeiture of stock under the plan or other similar event.
- (2) Determined pursuant to Rule 457(h) under the under the Securities Act of 1933, as amended (the "Securities Act").
- (3) This estimate is made pursuant to Rule 457(c) and (h) of the Securities Act solely for the purposes of determining the amount of the registration fee.

Registration of Additional Securities

This registration statement on Form S-8 is being filed by Plug Power Inc. for the purpose of registering an additional 3,637,439 shares of common stock, par value \$0.01, to be issued pursuant the Plug Power Inc. 1999 Stock Option and Incentive Plan, as amended. The contents of Plug Power's registration statement on Form S-8 (No. 333-90277) relating to the 1999 Stock Option and Incentive Plan, filed on November 4, 1999, are incorporated by reference into this registration statement in accordance with General Instruction E to Form S-8.

Item 8. Exhibits.

The following is a complete list of exhibits filed as part of this Registration Statement.

Exhibits

- 4.1 Plug Power Inc. 1999 Stock Option and Incentive Plan (incorporated by reference to Exhibit 4.4 to the registrant's registration statement on Form S-8 (No. 333-90277) filed on November 4, 1999).
- 4.2 Amendment to 1999 Stock Option and Incentive Plan.
- 5.1 Opinion of Goodwin Procter LLP as to the legality of the securities being registered.
- 23.1 Consent of Goodwin Procter LLP (included in Exhibit 5.1).
- 23.2 Consent of PricewaterhouseCoopers LLP.
- 24.1 Powers of Attorney (included on signature pages to this Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act, Plug Power Inc. 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 Latham, New York on this 26th day of October, 2001.

Plug Power Inc.

By: /s/ Roger Saillant

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Date: October 26, 2001

Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints each of Roger Saillant and Ana-Maria Galeano such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

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
/s/ Roger Saillant ----- Roger Saillant	President, Chief Executive Officer (Principal Executive Officer) and Director	October 26, 2001
/s/ W. Mark Schmitz ----- W. Mark Schmitz	Vice President and Chief Financial Officer (Principal Financial Officer)	October 25, 2001
/s/ David A. Neumann ----- David A. Neumann	Corporate Controller (Principal Accounting Officer)	October 26, 2001
/s/ Anthony F. Earley, Jr. ----- Anthony F. Earley, Jr.	Director	October 26, 2001

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SIGNATURE	TITLE	DATE
/s/ Larry G. Garberding ----- Larry G. Garberding	Director	October 22, 2001
/s/ Douglas T. Hickey ----- Douglas T. Hickey	Director	October 26, 2001

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/s/ George C. McNamee ----- George C. McNamee	Director	October 26, 2001
/s/ Dr. Walter L. Robb ----- Dr. Walter L. Robb	Director	October 23, 2001
/s/ John G. Rice ----- John G. Rice	Director	October 23, 2001
/s/ John M. Shalikashvili ----- John M. Shalikashvili	Director	October 20, 2001
/s/ Anastasia M. Song ----- Anastasia M. Song	Director	October 26, 2001

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EXHIBIT INDEX

Exhibit No.	Description
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