

PLUG POWER INC  
Form S-3MEF  
March 06, 2014

As filed with the Securities and Exchange Commission on March 6, 2014

Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM S-3  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**PLUG POWER INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	3629 (Primary Standard Industrial Classification Code Number) 968 Albany Shaker Road	22-3672377 (I.R.S. Employer Identification No.)
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**Latham, New York 12110**

**(518) 782-7700**

**(Address, including zip code, and telephone number, including area code, of Registrant's principal executive office)**

**Andrew Marsh**

**President and Chief Executive Officer**

**Plug Power Inc.**

**968 Albany-Shaker Road**

**Latham, New York 12110**

**(518) 782-7700**

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

*Copies to:*

**Robert P. Whalen, Jr., Esq.**

**Jocelyn M. Arel, Esq.**

**Goodwin Procter LLP**

**Exchange Place**

**Boston, Massachusetts 02109-2881**

**(617) 570-1000**

**Gerard L. Conway Jr., Esq.**

**General Counsel**

**Plug Power Inc.**

**968 Albany-Shaker Road**

**Latham, New York, 12110**

**(518) 782-7700**

**Steven Skolnick, Esq.**

**Lowenstein Sandler LLP**

**1251 Avenue of the Americas**

**New York, New York 10020**

**(646) 262-6700**

Approximate date of commencement of proposed sale to the public: **As soon as practicable after this registration statement becomes effective.**

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-173268

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer " Accelerated Filer "  
Non-Accelerated Filer  (Do not check if a smaller reporting company) Smaller Reporting Company "

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price (1)</b>	<b>Amount of Registration Fee (2)</b>
Common Stock, \$0.01 par value per share	\$3,734,329	\$480.99
Total	\$3,734,329	\$480.99

- (1) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-3, as amended (File No. 333-172368), is hereby registered.
- (2) This amount has been paid and is in addition to the registration fee of \$11,610 previously paid in connection with the filing of the related Registration Statement on Form S-3, as amended (File No. 333-173268).

**This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933.**



**EXPLANATORY NOTE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, we are filing this registration statement with the Securities and Exchange Commission, or SEC, to register an additional \$3,734,329 of our common stock. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-3 (File No. 333-173268), which we filed on April 1, 2011, as amended, and which the SEC declared effective on April 8, 2011. The information set forth in our registration statement on Form S-3 (File No. 333-173268) is incorporated by reference in this filing.

The required opinions and consents are listed on the exhibit index and filed with this filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Latham, State of New York, on the 6th day of March, 2014.

PLUG POWER INC.

By: /s/ Andrew Marsh

Name: Andrew Marsh

Title: President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on the 6th day of March, 2014.

<b>Signature</b>	<b>Title</b>
* Andrew Marsh	President, Chief Executive Officer and Director (Principal Executive Officer)
* David Waldek	Interim Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
* George C. McNamee	Chairman of the Board of Directors
* Larry G. Garberding	Director
* Douglas T. Hickey	Director
* Gary K. Willis	Director
* Maureen O. Helmer	Director
* Johannes M. Roth	Director
* Gregory L. Kenausis	Director
* Xavier Pontone	Director

\*By: /s/ Andrew Marsh

Andrew Marsh

Attorney-in-fact

**EXHIBIT INDEX**

<b>Number</b>	<b>Description</b>
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of KPMG LLP
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1	Power of Attorney (1)

(1) Previously included in the Registration Statement on Form S-3 of Plug Power Inc. filed on April 1, 2011, Registration No. 333-173268