

DISTRIBUTED ENERGY SYSTEMS CORP  
Form 8-K  
September 18, 2007

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

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**FORM 8-K**

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**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 14, 2007**

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**Distributed Energy Systems Corp.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction)

**000-50453**  
(Commission File Number)

**20-0177690**  
(IRS Employer)

of Incorporation

Identification No.)

**10 Technology Drive, Wallingford, Connecticut**  
(Address of Principal Executive Offices)

**06492**  
(Zip Code)

**Registrant's telephone number, including area code: (203) 678-2000**

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

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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 (*see* General Instruction A.2. below):

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- .. 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))
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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On September 14, 2007, Distributed Energy Systems, Corp. (the Company) received a notification from the NASDAQ Listing Qualifications Department providing notification that, for the last 30 consecutive business days, the bid price of the Company's common stock has closed below the minimum \$1.00 per share requirement for continued inclusion under NASDAQ Marketplace Rule 4450(a)(5) (the Rule). The Company, in accordance with NASDAQ Marketplace Rule 4450(e)(2), has been provided 180 calendar days, or until March 12, 2008, to regain compliance. To regain compliance, the bid price of the Company's common stock must close at \$1.00 per share or more for a minimum of ten consecutive business days at any time before March 12, 2008.

If the Company does not regain compliance with the Rule by March 12, 2008, the Company will be notified that its securities will be delisted. At that time, the Company may appeal NASDAQ's determination to delist its securities to a Listing Qualifications Panel. Alternatively, the Company could at that time apply to transfer its securities to The Nasdaq Capital Market if it satisfies the requirements for initial inclusion set forth in NASDAQ Marketplace Rule 4310(c). If that application were approved, the Company would be afforded the remainder of The Nasdaq Capital Market's second 180 calendar day grace period in order to regain compliance while on The Nasdaq Capital Market.

The Company has not yet determined what action, if any, it will take in response to this notice, although the Company intends to monitor the closing bid price of its common stock between now and March 12, 2008, and to consider available options if its common stock does not trade at a level likely to result in the Company regaining compliance with the NASDAQ minimum closing bid price requirement. The Company disclaims any intention or obligation to update this report for purposes of disclosing any action or response that the Company decides to take after the date hereof.

On September 18, 2007, the Company issued a press release reporting the receipt of notification from NASDAQ regarding non-compliance with continued listing requirements. A copy of the press release is attached hereto as Exhibit 99.1.

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

(d) Exhibits

- 99.1 Press release entitled "Distributed Energy Reports Receipt of Notification from NASDAQ Regarding Non-Compliance with Continued Listing Requirements" issued by the Company on September 18, 2007.

SIGNATURE

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.

DISTRIBUTED ENERGY SYSTEMS CORP.

Date: September 18, 2007

By: /s/ Peter J. Tallian  
Peter J. Tallian, Chief Financial Officer

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release entitled Distributed Energy Reports Receipt of Notification from NASDAQ Regarding Non-Compliance with Continued Listing Requirements issued by the Company on September 18, 2007.