

FUELCELL ENERGY INC
Form S-1/A
February 25, 2008

As Filed with the Securities and Exchange Commission on January 16, 2008.

REGISTRATION NO. 333-146935

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

Amendment No. 2 to
FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FUELCELL ENERGY, 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)

06-0853042

(I.R.S. Employer Identification Number)

**3 Great Pasture Road
Danbury, Connecticut 06813
(203) 825-6000**

*(Address, Including Zip Code, and Telephone Number, Including Area Code,
of Registrant's Principal Executive Offices)*

R. Daniel Brdar

President, Chief Executive Officer and Chairman of the Board

FuelCell Energy, Inc.

3 Great Pasture Road

Danbury, Connecticut 06813

(203) 825-6000

*(Name, Address, Including Zip Code, and Telephone Number, Including Area
Code,
of Agent for Service)*

Copies of All Communications to:

**Richard A. Krantz, Esq.
Robinson & Cole LLP**

**Financial Centre
695 East Main Street
Stamford, Connecticut 06904
(203) 462-7500**

Approximate Date of Commencement of Proposed Sale to the Public: Promptly after the effective date of this registration statement.

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. x.

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. o

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. o

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. o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share⁽¹⁾	Proposed Maximum Aggregate
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