

PLUG POWER INC  
Form 8-K  
December 23, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **December 20, 2008**

**PLUG POWER INC.**

(Exact name of registrant as specified in charter)

**Delaware 0-27527 22-3672377**

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(State or Other (Commission File Number) (IRS Employer Jurisdiction Identification  
No.) of Incorporation)

**968 Albany-Shaker Road, Latham, New York 12110**

(Address of Principal Executive Offices) (Zip Code)

**(518) 782-7700**

(Registrant's telephone number, including area code)

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):

- 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 8.01

### Other Events.

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On December 23, 2008, Plug Power Inc. (the "Company") issued a press release announcing the sale by Smart Hydrogen Inc. ("Smart Hydrogen") to OJSC (Third Generation Company of the Wholesale Electricity Market) ("OGK-3") of all 395,000 shares of the Company's Class B Capital Stock as well as 5,126,939 shares of the Company's common stock (representing an approximately 35% ownership stake in aggregate), the automatic conversion of the Company's Class B Capital Stock into 39,500,000 shares of common stock, and the termination of all the rights and obligations attached to the Class B Capital Stock. The rights and obligations attached to the Class B Capital Stock that terminated include but are not limited to the right to appoint directors, veto rights and voting support obligations under the Investor Rights Agreement dated as of June 29, 2006, as amended (the "Investor Rights Agreement"). OGK-3 has executed a joinder agreement to the Investor Rights Agreement and is prohibited from transferring its shares of the Company's Common Stock to a competitor of the Company. OGK-3 is also bound by the same standstill provisions that applied to Smart Hydrogen, as set forth in the Investor Rights Agreement.

A copy of the press release issued by the Company is furnished as Exhibit 99.1 hereto.

### Item 9.01 Financial Statements and Exhibits.

| (d) Exhibits. | <u>Exhibit Number</u> | <u>Title</u>   |
|---------------|-----------------------|--|
|               | 99.1                  | Press Release of Plug Power Inc. dated December 23, 2008 |

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### 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.

PLUG POWER INC. Date: December 23, 2008 By: /s/ Andrew Marsh Andrew Marsh Chief Executive Officer

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