

FUELCELL ENERGY INC  
Form 8-K  
June 20, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**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): June 14, 2012**

**FUELCELL ENERGY, INC.**

(Exact Name of Registrant as Specified in Charter)

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(State or Other Jurisdiction of  
Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**3 Great Pasture Road, Danbury, Connecticut**  
(Address of Principal Executive Offices)

**06813**  
(Zip Code)

**Registrant's telephone number, including area code: (203) 825-6000**

**Not Applicable**

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

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:

- .. 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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Item 5.02(e) Compensatory Arrangements of Certain Officers**

On June 14, 2012, the Board of Directors (the Board) of FuelCell Energy, Inc. (the Company) and the Compensation Committee of the Board approved an amendment to the FuelCell Energy, Inc. Amended and Restated 2010 Equity Incentive Plan (the Plan). Among other items, the amendment to the Plan (i) provides that repricing (as such term is defined in the Plan, as amended) of outstanding awards under the Plan will not be permitted without stockholder approval and (ii) removes promissory notes as an acceptable form of consideration for exercising Incentive Stock Options under the Plan. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan, as amended.

The foregoing summary of the amendment to the Plan does not purport to be complete and is qualified in its entirety by reference to the full text of the Plan, as amended, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

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

(d) Exhibits.

Exhibit No.	Description
10.1	FuelCell Energy, Inc. Amended and Restated 2010 Equity Incentive Plan

**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.

FUELCELL ENERGY, INC.

Date: June 19, 2012

By: /s/ Michael Bishop  
Michael Bishop  
Senior Vice President, Chief Financial Officer, Corporate Secretary  
and Treasurer