

PLUG POWER INC
Form 8-K
May 13, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): May 13, 2011

PLUG POWER INC.

(Exact name of registrant as specified in charter)

Delaware
(State or Other
Jurisdiction
of Incorporation)

1-34392
(Commission File Number)

22-3672377
(IRS Employer
Identification No.)

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

(e) On May 12, 2011, Plug Power Inc. (the Company) held its 2011 Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, the stockholders approved the 2011 Stock Option and Incentive Plan (the 2011 Plan). The Company's Board of Directors had previously adopted the 2011 Plan, subject to stockholder approval. For a description of the 2011 Plan, see the Company's definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on April 11, 2011 (the Definitive Proxy Statement). A copy of the 2011 Plan is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

As disclosed under Item 5.02, the Company held its Annual Meeting on May 12, 2011. The proposals before the Company's stockholders and the results of voting on the proposals were as follows:

(i) election of the following director nominee as a Class III Director to hold office until the Company's 2014 Annual Meeting of Stockholders and until such director's successor is duly elected and qualified or until such director's earlier resignation or removal:

| | For | Withheld | Abstain | Broker Non-Votes |
|---------------------|------------|-----------|---------|------------------|
| Larry G. Garberding | 59,129,190 | 8,831,424 | 0 | 43,736,241 |

(ii) approval of a Second Certificate of Amendment of the Company's Amended and Restated Certificate of

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Incorporation to effect a reverse stock split of the Company's common stock:

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 97,030,898 | 13,981,180 | 684,777 | NA |

(iii) approval of the Company's 2011 Stock Option and Incentive Plan;

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 61,791,961 | 5,720,519 | 448,134 | 43,736,241 |

(iv) approval of an advisory resolution regarding the compensation of the Company's named executive officers;
and

| | | | |
|------------|-----------|---------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 62,842,734 | 4,646,117 | 471,763 | 43,736,241 |

(v) voting upon an advisory proposal regarding the frequency at which the Company should include an advisory vote regarding the compensation of the Company's named executive officers in its proxy statement for stockholder consideration.

| | | | | |
|-----------|-----------|-------------|-----------|------------------|
| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
| 9,534,343 | 675,825 | 54,325,655 | 3,424,791 | NA |

For more information on these proposals, see the Company's Definitive Proxy Statement.

The number of shares of common stock entitled to vote at the Annual Meeting was 132,784,673. The number of shares of common stock present or represented by valid proxy at the Annual Meeting was 111,696,855. Stockholders at the Annual Meeting elected the sole director nominee, approved proposals (ii) through (iv) above and approved the inclusion of an advisory vote regarding the compensation of the Company's named executive officers in its proxy statement every three years.

Item 9.01. Financial Statements and Exhibits

d) Exhibits.

| | |
|----------------|--------------------------------------|
| Exhibit Number | Title |
| 10.1 | 2011 Stock Option and 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.

PLUG POWER INC.

Date: May 13, 2011

By: /s/ Andrew Marsh
Andrew Marsh
President and Chief Executive Officer

EXHIBIT INDEX

| Exhibit Number | Title |
|----------------|--------------------------------------|
| 10.1 | 2011 Stock Option and Incentive Plan |