

FUELCELL ENERGY INC  
Form 8-K  
March 17, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): March 17, 2006

FUELCELL ENERGY, INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	1-14204 (Commission File Number)	06-0853042 (IRS Employer Identification No.)
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3 Great Pasture Road, Danbury, Connecticut (Address of Principal Executive Offices)	06813 (Zip Code)
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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))
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**Item 8.01. Other Events.**

The Company is correcting disclosure made in its proxy statement dated February 21, 2006 furnished to shareholders in connection with the 2006 Annual Meeting of Shareholders to be held on March 28, 2006. The corrected disclosure is included in the table below.

**EQUITY COMPENSATION PLAN AND WARRANT INFORMATION**

The following table sets forth certain information with respect to the Company's equity compensation plans and warrants as of the end of the fiscal year ended October 31, 2005.

<b>Plan Category</b>	<b>Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans</b>
<i>Plans approved by shareholders:</i>			
Equity incentive plans	5,810,086	\$ 10.27	672,565
Employee stock purchase plan	20,646	\$ 6.76	375,525
<i>Plans not approved by shareholders:</i>			
Warrants issued to business partners	1,600,000	\$ 13.05	---
Total	7,430,732	\$ 10.86	1,048,090

In addition, on March 17, 2006, the Board of Directors of the Company adopted an amendment to its 2006 Equity Incentive Plan to add Section 10(k) thereto as follows:

“(k) Without the prior approval of the Corporation’s shareholders, no Options issued may be repriced, replaced or regranted through cancellation with options, cash or stock, or by lowering the option exercised price of a previously granted award.”

**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: March 17, 2006

By:

/s/ Joseph G. Mahler  
Joseph G. Mahler  
Senior Vice President, Chief  
Financial Officer, Corporate Secretary and  
Treasurer

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