

FUELCELL ENERGY INC  
Form 8-K  
March 28, 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): March 27, 2012**

**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)

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

**06813**  
(Zip Code)

**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 8.01 Other Events.**

On March 27, 2012, FuelCell Energy, Inc. ( FuelCell ) issued a press release announcing the completion of FuelCell s public offering of 20.0 million shares of common stock and that the underwriters have also closed on their over-allotment option to purchase an additional 3.0 million shares of FuelCell common stock and have concluded the offering. The additional aggregate net proceeds to FuelCell from the over-allotment option totaled approximately \$4.2 million after deducting underwriting discounts, fees and expenses. The aggregate net proceeds of the total offering, including the over-allotment option, totaled approximately \$32.1 million after deducting underwriting discounts, fees and expenses.

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

(d) Exhibits.

Exhibit No.	Description
99.1	FuelCell Energy, Inc., Press Release, issued March 27, 2012.

**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 27, 2012

By: /s/ Michael Bishop  
Michael Bishop  
Senior Vice President, Chief Financial Officer,

Corporate Secretary and Treasurer