

ENVIRONMENTAL POWER CORP

Form 8-K

October 06, 2004

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): October 1, 2004

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# ENVIRONMENTAL POWER CORPORATION

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction

of incorporation)

0-15472  
(Commission File Number)

75-3117389  
(IRS Employer

Identification Number)

One Cate Street, Fourth Floor, Portsmouth, New Hampshire 03801

(Address of principal executive offices, including zip code)

(603) 431-1780

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(Registrant's telephone number, including area code)

**NONE**

(Former name or former address, if changed since last report)

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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 3.03. MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS**

Effective October 1, 2004, the Certificate of Incorporation of Environmental Power Corporation (the Registrant ) was amended to increase the number of shares of the Registrant's Common Stock, \$0.01 par value per share (the Common Stock ), which the Registrant is authorized to issue from 50,000,000 to 150,000,000 (the Amendment ). The Amendment does not change the rights of the holders of Common Stock in any respect. Therefore, the Registrant does not believe the Amendment represents a material modification to the rights of the holders of Common Stock. Notwithstanding the foregoing, the Registrant has elected to disclose the Amendment pursuant to Item 3.03 of Form 8-K.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits

3.01 Certificate of Amendment to Certificate of Incorporation of the Registrant

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.

**ENVIRONMENTAL POWER CORPORATION**

By: /s/ R. Jeffrey Macartney

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R. Jeffrey Macartney  
Chief Financial Officer

Dated: October 6, 2004