

ENVIRONMENTAL POWER CORP  
Form 8-A12B  
December 20, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) or 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

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**ENVIRONMENTAL POWER CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction)

of incorporation)

**One Cate Street, 4th Floor Portsmouth, NH**  
(Address of principal executive offices)

**75-3117389**  
(IRS Employer

Identification Number)

**03801**  
(ZIP Code)

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: \_\_\_\_\_ (if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

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**Title of Each Class**

**Name of Each Exchange On Which**

**To Be So Registered**

**Each Class Is To Be Registered**  
The NASDAQ Stock Market LLC

Common Stock, \$0.01 par value per share

Securities to be registered pursuant to Section 12(g) of the Act:

(title of class)

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**Explanatory Note**

This Registration Statement on Form 8-A is being filed by Environmental Power Corporation (the Registrant) for the purpose of reflecting the change in the national securities exchange on which the Registrant's Common Stock, \$0.01 par value per share (the Common Stock) is registered from the American Stock Exchange LLC to The NASDAQ Stock Market LLC.

**Item 1. Description of Registrant's Securities to be Registered.**

The description under the heading "Description of Capital Stock" relating to the Registrant's Common Stock in the Prospectus included in the Registrant's Registration Statement on Form S-3 filed with the Securities and Exchange Commission (File No. 333-145732) (the Prospectus) is incorporated herein by reference. The description of the Registrant's Series A 9% Cumulative Convertible Preferred Stock (the Series A Preferred Stock) set forth under the heading "Description of Capital Stock" in the Prospectus is also incorporated herein by reference, insofar as the rights evidenced by, or amounts payable with respect to, the Common Stock are, or may be, materially limited or qualified by the rights and preferences of the Series A Preferred Stock.

In addition, the Registrant has additional authorized but unissued and undesignated shares of preferred stock which may be issued at any time, and from time to time, by the Registrant's Board of Directors, subject to the rights of the Series A Preferred Stock to consent to certain such designations and issuances. Any additional shares of preferred stock so designated and issued by the Registrant may have rights and preferences superior to those of the Common Stock. The purpose of authorizing our board of directors to issue preferred stock and determine its rights and preferences is to eliminate delays and costs associated with a stockholder vote on specific issuances. The issuance of preferred stock, as well as any authorized but unreserved Common Stock, while providing flexibility in connection with possible future financings or acquisitions and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or could discourage a third party from seeking to acquire, a controlling interest in the Registrant.

**Item 2. Exhibits.**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 1             | Restated Certificate of Incorporation of the Registrant, as amended (Incorporated by reference to Exhibit 3.01 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007, as filed with the Securities and Exchange Commission on November 14, 2007 (SEC File No. 001-32393)).   |
| 2             | Certificate of Designations, Preferences and Rights of the Registrant's Series A 9% Cumulative Convertible Preferred Stock (Incorporated by reference to exhibit 3.1 to the Registrant's Current Report on Form 8-K dated November 9, 2006, as filed with the SEC on November 14, 2006 (SEC File No. 001-32393)). |
| 3             | Second Amended and Restated Bylaws of the Registrant (Incorporated by reference to Exhibit 3.01 to the Registrant's Current Report on Form 8-K dated December 7, 2007, as filed with the SEC on December 13, 2007 (SEC File No. 001-32393)).  |

**SIGNATURE**

Pursuant to Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

ENVIRONMENTAL POWER CORPORATION

By: /s/ Michael E. Thomas  
Michael E. Thomas  
Senior Vice President, Chief Financial Officer and  
Treasurer

Date: December 20, 2007