

FUELCELL ENERGY INC  
Form 8-K  
March 30, 2009

**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): March 26, 2009**

**FUELCELL ENERGY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**1-14204**

(Commission File Number)

**06-0853042**

(IRS Employer Identification No.)

**3 Great Pasture Road, Danbury, Connecticut**

(Address of Principal Executive Offices)

**06813**

(Zip Code)

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))

## Section 5- Corporate Governance and Management

### Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On March 26, 2009, by resolution of the Board of Directors of FuelCell Energy, Inc. ( "FuelCell" ), FuelCell amended its by-laws to provide that some or all of the shares of FuelCell's common stock may be issued as uncertificated shares. The purpose of this amendment is in response to NASDAQ Stock Market rules and regulations that, among other things, require all securities listed on the NASDAQ Stock Market to be eligible for listing and transfer through the Direct Registration System. A copy of the resolution adopting the amendment to FuelCell's bylaws is attached to this report as Exhibit 99.1 and incorporated herein by reference.

## Section 9 Financial Statements and Exhibits

### Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| Exhibit No. | Description                                                                                                                      |
|-------------|----------------------------------------------------------------------------------------------------------------------------------|
| 99.1        | Resolution from the Annual Meeting of the Board of Directors of FuelCell Energy, Inc. dated March 26, 2009 amending the By-Laws. |

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, 2009

By: /s/ Joseph G. Mahler

Joseph G. Mahler

Senior Vice President, Chief Financial Officer, Corporate Secretary and Treasurer

EXHIBIT INDEX

| Exhibit No. | Description                                                                                                                      |
|-------------|----------------------------------------------------------------------------------------------------------------------------------|
| 99.1        | Resolution from the Annual Meeting of the Board of Directors of FuelCell Energy, Inc. dated March 26, 2009 amending the By-Laws. |