

ENVIRONMENTAL POWER CORP
Form S-8 POS
April 21, 2008

As filed with the Securities and Exchange Commission on April 21, 2008

Registration No. 333-134284

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

to

FORM S-8

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

ENVIRONMENTAL POWER CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

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Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

75-3117389
(I.R.S. Employer
Identification No.)

120 White Plains Road, 6th Floor

Tarrytown, New York
(Address of Principal Executive Offices)

10591
(Zip Code)

2006 Equity Incentive Plan

2006 Director Option Plan

(Full Title of the Plan)

Richard E. Kessel

President and Chief Executive Officer

Environmental Power Corporation

120 White Plains Road, 6th Floor

Tarrytown, New York 10591

(Name and Address of Agent for Service)

(914) 631-1435

(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Dennis Haines
Vice President and General Counsel
Environmental Power Corporation
120 White Plains Road, 6th Floor
Tarrytown, New York 10591
(914) 631-1435

Scott Pueschel, P.C.
Pierce Atwood LLP
One New Hampshire Avenue, Suite 350
Portsmouth, New Hampshire 03801
(603) 433-6300

EXPLANATORY NOTE

Pursuant to a registration statement on Form S-8 (the 2006 Director Plan Registration Statement) filed with the Commission on May 19, 2006 (File No. 333-134284), the Registrant registered 300,000 shares of its Common Stock, \$0.01 par value per share (Common Stock), issuable in connection with the Registrant 's 2006 Director Option Plan (the 2006 Director Plan). The 2006 Director Plan has been terminated. At the time of termination of the 2006 Director Plan, an aggregate of 210,000 shares of Common Stock covered by the 2006 Director Plan Registration Statement had not previously been issued or were not subject to outstanding stock awards (the Unused 2006 Director Plan Shares).

This Post-Effective Amendment No. 1 to the 2006 Director Plan Registration Statement is being filed for the purpose of transferring the Unused 2006 Director Plan Shares to a registration statement on Form S-8 filed on or about the date hereof, registering an additional 500,000 shares of Common Stock issuable pursuant to stock based awards to be issued under the Registrant 's 2006 Equity Incentive Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Tarrytown, New York on this 18th day of April, 2008.

ENVIRONMENTAL POWER CORPORATION

By: /s/ Richard E. Kessel
 Richard E. Kessel
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|----------------|
| | President, Chief Executive Officer and Director | |
| /s/ Richard E. Kessel Richard E. Kessel | (Principal Executive Officer) | April 18, 2008 |
| | Senior Vice President, Chief Financial Officer and | |
| /s/ Michael E. Thomas Michael E. Thomas | Treasurer (Principal Financial and Accounting Officer) | April 18, 2008 |
| /s/ Joseph E. Cresci Joseph E. Cresci | Chairman of the Board of Directors | April 18, 2008 |
| /s/ Kamlesh R. Tejwani Kamlesh R. Tejwani | Vice Chairman of the Board of Directors | April 18, 2008 |
| /s/ John R. Cooper John R. Cooper | Director | April 18, 2008 |
| /s/ Lon Hatamiya Lon Hatamiya | Director | April 18, 2008 |
| /s/ Steven Kessner Steven Kessner | Director | April 18, 2008 |
| /s/ August Schumacher, Jr. August Schumacher, Jr. | Director | April 18, 2008 |
| Robert I. Weisberg | Director | |
| /s/ Roger S. Ballentine Roger S. Ballentine | Director | April 18, 2008 |