

FUELCELL ENERGY INC  
Form 8-K  
April 06, 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): April 5, 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 5.07. Submission of Matters to a Vote of Security Holders.**

There were four (4) matters submitted to a vote of securities holders at the FuelCell Energy, Inc. (the Company) Annual Shareholders Meeting, which was held on April 5, 2012. Following are the four (4) proposals:

**(1) To elect seven (7) directors to serve for the ensuing year and until their successors are duly elected and qualified.**

The results of the voting were as follows:

NAME OF DIRECTOR	VOTES FOR	VOTES WITHHELD
Arthur A. Bottone	50,634,535	1,343,436
Richard A. Bromley	48,293,458	3,684,513
James Herbert England	50,478,917	1,499,054
James D. Gerson	50,428,752	1,549,219
William A. Lawson	48,063,565	3,914,406
John A. Rolls	50,461,465	1,516,506
Togo Dennis West, Jr.	48,165,929	3,812,042

BROKER NON-VOTES: 54,232,991

**(2) To ratify the selection of KPMG LLP as the independent registered public accounting firm for fiscal year 2012.**

The results of the voting were as follows:

VOTES FOR: 104,166,305

VOTES AGAINST: 1,321,849

ABSTAINED: 722,808

**(3) To amend the FuelCell Energy, Inc. 2010 Equity Incentive Plan.**

The results of the voting were as follows:

VOTES FOR: 44,856,339

VOTES AGAINST: 6,478,918

ABSTAINED: 642,714

BROKER NON-VOTES: 54,232,991

**(4) To amend the FuelCell Energy, Inc. Articles of Incorporation to increase the authorized common stock from 225,000,000 shares to 275,000,000 shares.**

The results of the voting were as follows:

VOTES FOR: 90,558,599

VOTES AGAINST: 14,072,915

ABSTAINED: 1,579,448



**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: April 6, 2012

By: /s/ Michael S. Bishop  
Michael S. Bishop  
Senior Vice President, Chief Financial Officer, Corporate Secretary  
and Treasurer