

FUELCELL ENERGY INC  
Form 8-K  
April 23, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**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 19, 2007

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)	06813 (Zip Code)
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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))



**Item 1.01. Entry into a Material Definitive Agreement**

On April 3, 2007, FuelCell Energy, Inc. (“FuelCell” or the “Company”) entered into a certain Underwriting Agreement (the “Underwriting Agreement”), a copy of which is attached as Exhibit 1.1 to the Form 8-K filed by the Company on April 10, 2007, with Credit Suisse Securities (USA) LLC, Canaccord Adams Inc., Lazard Capital Markets LLC, RBC Capital Markets Corporation, Adour Capital Investments, LLC and Simmons & Company International. The transactions contemplated by the Underwriting Agreement initially closed on April 10, 2007, and a second closing occurred on April 19, 2007.

Under the terms and subject to the conditions contained in the Underwriting Agreement, which terms and conditions were outlined in the Form 8-K filed by the Company on April 10, 2007, the Company sold to the underwriters named below the following respective numbers of shares of FuelCell common stock on April 19, 2007 to cover over-allotments of common stock:

<u>Underwriter</u>	<u>Number of Shares</u>
Credit Suisse Securities (USA) LLC	191,625
Canaccord Adams Inc.	52,925
Lazard Capital Markets LLC	52,925
RBC Capital Markets Corporation	52,925
Ardour Capital Investments, LLC	7,300
Simmons & Company International	7,300

**Item 8.01. Other Events.**

On April 19, 2007, FuelCell issued a press release announcing the sale of 365,000 shares of its common stock to certain underwriters to cover over-allotments of common stock. A copy of FuelCell’s press release is attached to this report as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement, dated as of April 3, 2007, by and between FuelCell Energy, Inc., Credit Suisse Securities (USA) LLC, Canaccord Adams Inc., Lazard Capital Markets LLC, RBC Capital Markets Corporation, Adour Capital Investments, LLC and Simmons & Company International (incorporated by reference to exhibit of the same number contained in the Company’s Form 8-K dated April 10, 2007)
99.1	FuelCell Energy, Inc., Press Release, issued April 19, 2007.

**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 23, 2007

By:

/s/ Joseph G.

Mahler

Joseph G. Mahler

Senior Vice President, Chief

Financial Officer, Corporate Secretary and

Treasurer

**EXHIBIT INDEX**

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