

PLUG POWER INC
Form 4
January 30, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Roth Johannes Minhø

(Last) (First) (Middle)

C/O PLUG POWER INC., 968
ALBANY SHAKER ROAD

(Street)

LATHAM, NY 12110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PLUG POWER INC [PLUG]

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C Redeemable Convertible Preferred Stock	<u>(1)</u>	01/26/2017	P	2,620					<u>(1)</u>	<u>(1)</u>	Common Stock	2,782,075 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roth Johannes Minho C/O PLUG POWER INC. 968 ALBANY SHAKER ROAD LATHAM, NY 12110		X		

Signatures

/s/ Gerard L. Conway Jr.,
Attorney-in-Fact

01/30/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Series C Redeemable Convertible Preferred Stock (the "Series C Preferred Stock") is convertible at any time at the option of the holder into shares of the Issuer's Common Stock at a conversion price per share of \$0.2343, subject to certain adjustments. The Series C Preferred Stock has no expiration date.

On January 26, 2017, FiveT Capital Holding AG, a limited liability company existing under the laws of Switzerland ("FiveT Capital Holding"), and Five More Special Situations Fund Limited, a Cayman Islands company ("FiveMore Fund"), purchased 1,750 shares and 870 shares, respectively, of the Series C Preferred Stock for an aggregate purchase price of \$3,292,850, or \$1,256.81 per share.

The reporting person is the Managing Director and Chairman of FiveT Capital Holding and has equity interests in each of FiveT Capital Holding and FiveMore Fund. A wholly-owned subsidiary of FiveT Capital Holding provides investment advisory services to FiveMore Fund. The reporting person disclaims beneficial ownership of the shares of Series C Preferred Stock directly held by FiveT Capital Holding and FiveMore Fund, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that he is the beneficial owner of any of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.