

ENVIRONMENTAL POWER CORP

Form 8-K

October 30, 2007

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**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): **October 27, 2007**

**ENVIRONMENTAL POWER CORPORATION**

(Exact name of Company as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32393**  
(Commission File Number)

**75-3117389**  
(IRS Employer  
Identification Number)

**One Cate Street, Fourth Floor, Portsmouth, New Hampshire 03801**

(Address of principal executive offices, including zip code)

**(603) 431-1780**

(Company's telephone number, including area code)

**NONE**

**(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 Company 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))
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**ITEM 8.01 OTHER EVENTS**

As previously reported, on September 27, 2007, Environmental Power Corporation (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Canaccord Adams Inc., Merriman Curhan Ford & Co. and Avondale Partners, LLC (the Underwriters), with respect to the issuance and sale by the Company, and the purchase by the Underwriters, of 5,400,000 shares of the Company's common stock, \$0.01 par value per share. The number of shares sold represented an increase of 20% over the 4,500,000 firm shares which the Company originally expected to offer when it initially filed its registration statement for the offering. The Company sold the 5,400,000 shares to the Underwriters on October 3, 2007 for net proceeds of approximately \$26,199,000, after deducting underwriting discounts and commissions and estimated offering expenses.

Pursuant to the terms of the Underwriting Agreement, the Company granted the Underwriters a 30-day over-allotment option to purchase up to an additional 810,000 shares of common stock from the Company. The over-allotment option relating to the additional 810,000 shares expired on October 27, 2007 without being exercised by the Underwriters.

**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.

ENVIRONMENTAL POWER CORPORATION

By: /s/ Michael E. Thomas

Michael E. Thomas

Senior Vice President and

Chief Financial Officer

Dated: October 30, 2007