PLUG POWER INC
Form DEFA14A
May 02, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

o	Preliminary Proxy Statement
o	**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
o	Definitive Proxy Statement
x	Definitive Additional Materials
o	Soliciting Material under §240.14a-12

Plug Power Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x	No fee required.	
o	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.	
	(1)	Title of each class of securities to which transaction applies:
	(2)	Aggregate number of securities to which transaction applies:
	(3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
	(4)	Proposed maximum aggregate value of transaction:
	(5)	Total fee paid:

o	Fee paid previously with preliminary materials.
o	Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Supplement to the

Plug Power Inc. Proxy Statement and

Notice of Annual Meeting of Stockholders

to be Held on May 9, 2019

This Supplement, dated May 2, 2019, supplements the Proxy Statement and Notice of Annual Meeting of Stockholders dated April 5, 2019 (the Proxy Statement), with respect to the 2019 Annual Meeting of Stockholders of Plug Power Inc. (the Company) to be held on May 9, 2019, at 10:00 a.m., Eastern Time, at the offices of Goodwin Procter LLP, 620 Eighth Avenue, New York, NY 10018 (including any adjournment or postponement thereof, the Annual Meeting). This Supplement provides additional information, as described below, with respect to the description of Proposal 2 set forth in the Proxy Statement.

This Supplement contains additional information and

should be read in conjunction with the Proxy Statement.

PROPOSAL 2: APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY S SECOND AMENDED AND RESTATED 2011 STOCK OPTION AND INCENTIVE PLAN

As of April 1, 2019, approximately 574 individuals would have been eligible to participate in the Plan, which includes 6 executive officers, 560 employees who are not executive officers, 8 non-employee directors and 0 consultants.

Recommendation of the Board

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE PLUG POWER INC. SECOND AMENDED AND RESTATED 2011 STOCK OPTION AND INCENTIVE PLAN.

This Supplement is first being released to stockholders on or about May 2, 2019, and should be read together with the Proxy Statement. The information contained in this Supplement modifies or supersedes any inconsistent information contained in the Proxy Statement.