

ENVIRONMENTAL POWER CORP  
Form DEFA14A  
August 23, 2004

**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. \_\_)**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

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

**ENVIRONMENTAL POWER CORPORATION**

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(Name of Registrant as Specified in its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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:

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(2) Aggregate number of securities to which transaction applies:

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(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):

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(1) Amount Previously Paid:

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

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(3) Filing Party:

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(4) Date Filed:

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**ENVIRONMENTAL POWER CORPORATION**

One Cate Street, 4<sup>th</sup> Floor

Portsmouth, New Hampshire 03801

**PROXY SUPPLEMENT**

**TO**

**PROXY STATEMENT**

**FOR**

**SPECIAL MEETING OF STOCKHOLDERS**

**To Be Held on Thursday, September 23, 2004**

The purpose of this Proxy Supplement to the Proxy Statement, dated August 27, 2004 (the "Proxy Statement"), for the Special Meeting of Stockholders of Environmental Power Corporation (the "Company"), to be held on Thursday, September 23, 2004 at 11:00 a.m. at the offices of the Company, is to correct a number appearing on page 7 of the Proxy Statement in the second paragraph under the heading "Proposal Two Approval of the Amendment to the Environmental Power Corporation 2001 Stock Incentive Plan".

The seventh sentence of such paragraph as set forth in the Proxy Statement reads as follows:

Thus, approval of the Plan Amendment, combined with the termination of the 2003 Incentive Compensation Plan, would result in a net increase of only 1,786,786 shares of Common Stock reserved and available for issuance pursuant to equity incentive awards.

Such sentence is hereby amended to read in its entirety as follows:

Thus, approval of the Plan Amendment, combined with the termination of the 2003 Incentive Compensation Plan, would result in a net increase of only 1,213,214 shares of Common Stock reserved and available for issuance pursuant to equity incentive awards.

Portsmouth, New Hampshire

By order of the Board of Directors,

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August 27, 2004

/s/ Joseph E. Cresci  
Secretary