

FUELCELL ENERGY INC
Form S-8 POS
January 21, 2005

Registration No.
333-110177

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

FUELCELL ENERGY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

06-0853042
(I.R.S. Employer Identification No.)

3 Great Pasture Road, Danbury, Connecticut
(Address of Principal Executive Offices)

06813
(Zip Code)

Global Thermoelectric Inc. Amended Incentive Stock Option Plan
(Full title of the plan)

Jerry D. Leitman
FuelCell Energy, Inc.
Chairman of the Board, Chief Executive Officer and President
3 Great Pasture Road
Danbury, Connecticut 06813
(Name and address of agent for service)

(203) 825-6000
(Telephone number, including area code, of agent for service)

A copy of all communications, including
communications sent to the agent for service
should be sent to:

Richard A. Krantz, Esq.
Robinson & Cole LLP
Financial Centre
695 East Main Street
Stamford, Connecticut 06904-2305
(203) 462-7500

DEREGISTRATION OF SECURITIES

FuelCell Energy, Inc., a Delaware corporation (the Registrant), filed a Registration Statement on Form S-8 (Registration No.: 333-110177) with the Securities and Exchange Commission on November 3, 2003 (the Registration Statement). The Registration Statement registered 356,596 shares (the Shares) of common stock, par value \$0.0001 per share, of the Registrant issuable upon the exercise of stock options (the Options).

In accordance with the Registrant s undertaking contained in the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to remove from registration the Shares of common stock of the Registrant issuable upon exercise of the Options that remain unsold under the Registration Statement as of the date hereof. The Registrant is seeking to deregister these Shares because the Registrant has acquired the Options from the holders thereof.

Accordingly, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister such number of Shares of common stock of the Registrant issuable upon exercise of the Options registered pursuant to the Registration Statement as remain unsold thereunder as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Danbury, State of Connecticut, on January 21, 2005.

FUELCELL ENERGY, INC.

By: /s/ Joseph G. Mahler

 Joseph G. Mahler
 Senior Vice President, Chief Financial
 Officer, Corporate Secretary and Treasurer
 (Principal Accounting and Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
* _____ Jerry D. Leitman	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	January 21, 2005
* _____ Joseph G. Mahler	Senior Vice President, Chief Financial Officer, Corporate Secretary and Treasurer (Principal Accounting and Financial Officer)	January 21, 2005
* _____ Warren D. Bagatelle	Director	January 21, 2005
* _____ Michael Bode	Director	January 21, 2005
* _____ Thomas R. Casten	Director	January 21, 2005
* _____	Director	

James D. Gerson

January 21,
2005

Thomas L. Kempner Director

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William A. Lawson Director January 21,
2005

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Charles J. Murphy Director January 21,
2005

John A. Rolls Director

George K. Petty Director

*By: /s/ Joseph G. Mahler

Joseph G. Mahler
Attorney-in-Fact
