

UNITED STATES  
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): **November 16, 2016**

**Active Power, Inc.**

(Exact name of registrant as specified in its charter)

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

**000-30939**  
(Commission File  
Number)

**74-2961657**  
(IRS Employer  
Identification No.)

**2128 W. Braker Lane, BK 12**  
**Austin, Texas 78758**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

**(512) 836-6464**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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))

## INTRODUCTORY NOTE

On September 29, 2016, Active Power, Inc., a Delaware corporation (the “Company”), Langley Holdings plc, a United Kingdom public limited company, and Piller USA, Inc., a Delaware corporation and a wholly owned subsidiary of Langley (the “Buyer”) entered into an Asset Purchase Agreement (the “Purchase Agreement”). The Purchase Agreement provides, among other things and subject to the terms and conditions set forth therein, that the Buyer will purchase from the Company substantially all of the assets and operations of the Company, for a nominal purchase price plus the assumption of all indebtedness, including bank debt, liabilities and customer, employee and purchase commitments going forward (the “Disposition”).

### Section 5— Corporate Governance and Management

#### Item 5.07 Submission of Matters to a Vote of Security Holders.

On November 16, 2016, the Company held a special meeting of its stockholders (the “Special Meeting”) to consider certain proposals related to the Purchase Agreement and a stockholders rights plan.

As of October 10, 2016, the record date for the Special Meeting, there were 23,125,154 shares of the Company’s common stock outstanding, each of which was entitled to one vote for each proposal at the Special Meeting. At the Special Meeting, a total of 12,546,297 shares of the Company’s common stock, representing approximately 54.25 percent of outstanding shares entitled to vote, were present in person or by proxy, constituting a quorum to conduct business.

At the Special Meeting, the following proposals were considered:

- (1) The approval of the Disposition;
- (2) The ratification of a stockholders rights plan; and
- (3) The approval of the adjournment of the Special Meeting to another date and place if necessary or appropriate to solicit additional votes if there were insufficient votes at the time of the Special Meeting to approve the Dissolution.

All of the proposals were approved by the requisite vote of the Company’s stockholders. The final voting results for each proposal are described below. For more information on each of these proposals, see the Definitive Proxy Statement on Schedule 14A for the Special Meeting, filed by the Company with the SEC on October 17, 2016.

1. Proposal to approve the Disposition:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker-Non-Votes</u>
12,317,415	180,243	48,639	0

2. Proposal to ratify the stockholders rights plan:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker-Non-Votes</u>
12,382,703	117,136	46,458	0

3. Proposal to approve the adjournment of the Special Meeting to another date and place if necessary or appropriate to solicit additional votes if there are insufficient votes at the time of the Special Meeting to approve the Disposition:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker-Non-Votes</u>
12,099,421	363,577	83,299	0

Although Proposal 3 was approved, since the Disposition had been approved by the Company’s stockholders without an adjournment, an adjournment of the Special Meeting was not necessary or appropriate.

**Item 8.01. Other Events.**

On November 16, 2016, the Company issued a press release announcing the results of the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Section 9 — Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(d)Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of the Company dated November 16, 2016

## 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.

### **Active Power, Inc.**

By: /s/James A. Powers

Name: James A. Powers

Title: Chief Financial Officer and Vice President of Finance

Dated: November 16, 2016

## EXHIBIT INDEX

99.1	Press Release of Active Power, Inc., dated November 16, 2016.
------	---



## **Active Power Stockholders Vote to Approve Disposition Under Asset Purchase Agreement with Langley Holdings PLC**

**AUSTIN, Texas (Nov. 16, 2016)** – Active Power, Inc., (NASDAQ: ACPW), a manufacturer of flywheel energy storage products and modular infrastructure solutions, today announced the company received stockholder approval of the disposition under the asset purchase agreement (“APA”) with Langley Holdings PLC (“Langley”) at a special meeting of stockholders held today, Nov. 16, 2016.

Under the terms of the APA, Langley will acquire substantially all assets and operations of Active Power, including the Active Power name, through its Piller USA, Inc. subsidiary, for a nominal purchase price, plus the assumption of all debt, liabilities and customer, employee and purchase commitments going forward. The APA was announced Sept. 30, 2016. Closing is expected to occur before end of November 2016.

“Securing stockholder approval on the APA with Langley was a critical step toward completing the disposition,” said Mark A. Ascolese, president and CEO, at Active Power. “We believe approval from our stockholders signal their support for our new business model aimed at monetizing non-core intellectual property assets not purchased by Langley and acquiring well managed, profitable businesses, ultimately creating long-term stockholder value.”

The following proposals were considered at the special meeting: the approval of the disposition; ratification of a stockholders rights plan; and approval of the adjournment of the special meeting to another date and place, if necessary or appropriate, to solicit additional votes, if there were insufficient votes at the time of the special meeting to approve the disposition.

All of the proposals were approved by the requisite vote of the company’s stockholders. Although proposal 3 was approved, since the disposition had been approved by the company’s stockholders without an adjournment, an adjournment of the special meeting was not necessary or appropriate. For more information on each of these proposals, see the Definitive Proxy Statement on Schedule 14A for the special meeting, filed by the company with the SEC on Oct. 17, 2016.

### **About Active Power**

Active Power (NASDAQ: ACPW) designs and manufactures flywheel uninterruptible power supply (UPS) systems, modular infrastructure solutions (MIS), and energy storage products for mission critical and renewable applications worldwide. The company’s products deliver 40 percent lower total cost of ownership, are proven 12 times less likely to fail and produce nine times less carbon emissions than conventional UPS products. Customers are served via Austin and three regional operations centers located in the United Kingdom, Germany and China, that support the deployment of systems in more than 50 countries. For more information, visit [www.activepower.com](http://www.activepower.com).

Active Power and Driven by Motion are registered trademarks of Active Power, Inc. The Active Power logo is a trademark of Active Power, Inc.

---

**About Piller**

Piller Power Systems GmbH is a world leader in power protection technology. The company builds electrical systems for mission critical applications worldwide. Clients include many of the world's central and commercial banks, stock exchanges and other financial institutions, as well as broadcasters, telecommunications networks, airports, government departments and co-location operators. Founded by the German engineer Anton Piller in 1909, more than a century on Piller is still headquartered and produces in Osterode and nearby Bilshausen, although today the company has subsidiaries across Europe, the Americas, Asia and Australia and employs over 800 people worldwide. Piller is a division of the privately owned British engineering and industrial group, Langley Holdings PLC. [www.piller.com](http://www.piller.com).

**About Langley Holdings PLC**

Langley Holdings PLC is a diverse, privately owned engineering and industrial group based in the United Kingdom with principal operating divisions located in Germany and France and more than 80 subsidiaries worldwide. The group's companies produce equipment ranging from electrical systems for data centers, machinery for cement and steel plants to food packaging lines, automotive welding equipment and printing presses. The group was founded in 1975 by the current chairman, Tony Langley, and currently employs around 4,300 people worldwide. [www.langleyholdings.com](http://www.langleyholdings.com)

**Active Power Press and Investor Contact:**

Lee Higgins  
Senior Manager, PR and IR  
+1 512 744-9488  
[lhiggins@activepower.com](mailto:lhiggins@activepower.com)

**Langley Holdings PLC Press Contact:**

Crista Baxter  
Head of Group Marketing  
+44 (0) 1623 514 902  
[crista.baxter@langleyholdings.com](mailto:crista.baxter@langleyholdings.com)