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

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**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)  
**May 28, 2014**

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**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.)

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**2128 W. Braker Lane, BK12  
Austin, Texas 78758**  
(Address of principal executive offices, including zip code)

**(512) 836-6464**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(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 registrant 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 28, 2014, the stockholders of Active Power, Inc. (the “Company”) approved an amendment to the Company’s Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 30 million shares to 40 million shares. The Company’s Board of Directors had previously approved such amendment at its meeting held on February 14, 2104. The amendment was filed effective May 28, 2014, and is set forth in Exhibit 3.1 to this report and is incorporated by reference herein.

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

At the Annual Meeting of stockholders of the Company held on May 28, 2014 (the “Annual Meeting”), the stockholders of the Company elected the following individual as a Class II Director to serve on the Board of Directors until the Company’s 2017 Annual Meeting, or until his successor is duly elected and qualified.

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Mark A. Ascolese	12,192,575	112,638	7,491,307

In addition, the Company’s stockholders voted on the matters set forth below at the Annual Meeting.

1. A non-binding advisory vote to approve the compensation of the Company’s named executive officers was approved based upon the following votes:

<b>Votes for</b>	12,104,972
<b>Votes against</b>	182,832
<b>Abstentions</b>	17,409
<b>Broker Non-Votes</b>	7,491,307

2. A proposal to ratify the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2014 was approved based upon the following votes:

<b>Votes for</b>	19,685,027
<b>Votes against</b>	22,991
<b>Abstentions</b>	88,502

3. A proposal to declassify the Company’s Board of Directors was not approved based upon the following votes:

<b>Votes for</b>	12,246,230
<b>Votes against</b>	32,987
<b>Abstentions</b>	25,996
<b>Broker Non-Votes</b>	7,491,307

4. A proposal to increase the authorized shares of common stock was approved based upon the following votes:

<b>Votes for</b>	18,489,608
<b>Votes against</b>	1,228,693
<b>Abstentions</b>	78,219

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**Item 9.01 Financial Statements and Exhibits.**

Exhibit  
Number

Description

3.1 Certificate of Amendment of Restated Certificate of Incorporation of Active Power, Inc., as filed on May 28, 2014

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**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.

Date: June 2, 2014

By: /s/ James A. Powers  
James A. Powers  
Chief Financial Officer

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">3.1</a>	Certificate of Amendment of Restated Certificate of Incorporation of Active Power, Inc., as filed on May 28, 2014

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**CERTIFICATE OF AMENDMENT OF  
RESTATED CERTIFICATE OF INCORPORATION OF  
ACTIVE POWER, INC.**

Active Power, Inc., a corporation organized and existing under the laws of the State of Delaware, Does Hereby Certify:

**First:** The name of this corporation is Active Power, Inc.

**Second:** The original Certificate of Incorporation of this corporation was filed with the Secretary of State of the State of Delaware on March 29, 2000. A Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 7, 2006, and a Certificate of Amendment of Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 21, 2012.

**Third:** Pursuant to Section 242 of the General Corporate Law of the State of Delaware (the "DGCL"), this Certificate of Amendment of Restated Certificate of Incorporation amends and restates Article IV, Section A of the Restated Certificate of Incorporation of this corporation to read in its entirety as follows:

"A. Authorized Shares. The aggregate number of shares that the Company shall have authority to issue is Forty-Two Million (42,000,000), (a) Forty Million (40,000,000) shares of which shall be common stock, par value \$0.001 per share ("Common Stock"), and (b) Two Million (2,000,000) shares of which shall be preferred stock, par value \$0.001 per share ("Preferred Stock"). Of such shares of Preferred Stock, Eighty Thousand (80,000) shall be designated as "Series A Junior Participating Preferred Stock," the rights, preferences and privileges of which are set forth in the Certificate of Designation of Series A Junior Participating Preferred Stock of Active Power filed with the Secretary of State of Delaware on December 18, 2001."

**Fourth:** This Certificate of Amendment of Restated Certificate of Incorporation has been duly adopted by the board of directors and stockholders of this corporation in accordance with the provisions of Section 242 of the DGCL.

IN WITNESS WHEREOF, Active Power, Inc. has caused this Certificate of Amendment of Restated Certificate of Incorporation to be signed by Mark A. Ascolese, its President and Chief Executive Officer, this 28<sup>th</sup> day of May, 2014.

ACTIVE POWER, INC.

By: /s/ Mark A. Ascolese  
Mark A. Ascolese,  
President and Chief Executive Officer