

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)  
**January 11, 2012**

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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 1.01. Entry into a Material Definitive Agreement.**

On January 11, 2012, Active Power, Inc. (the “Company”) entered into a purchase agreement (the “Purchase Agreement”) with Caterpillar, Inc. (“Caterpillar”), effective as of June 1, 2011, governing the sale of products by Active Power to Caterpillar. The Purchase Agreement has an initial term of five years and provides that Caterpillar will continue to market certain of the Company’s flywheel-based UPS products under the Caterpillar brand as a complement to Caterpillar’s own product line. Under the terms of the Purchase Agreement, the Company will supply and Caterpillar will purchase all of Caterpillar’s Electric Power Division’s requirements for the Company’s products.

On January 18, 2012, the Company issued a press release announcing the Purchase Agreement. The press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by this reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Active Power, Inc. Press Release dated January 18, 2012.

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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: January 18, 2012

By: /s/ John Penver

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John Penver  
Chief Financial Officer

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## EXHIBIT INDEX

**Exhibit No.**      **Description**

[99.1](#)      Active Power, Inc. Press Release dated January 18, 2012.

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## **Active Power Renews Global OEM Agreement with Caterpillar**

### ***New Agreement Demonstrates Company's Commitment to Sales Channel; Expands Global Distribution Network***

**AUSTIN, Texas (Jan. 18, 2012)** – Active Power (NASDAQ: ACPW), manufacturer of continuous power and infrastructure solutions announced today it has renewed its global distribution agreement with its OEM partner and customer Caterpillar, Inc. (NYSE: CAT).

The new five-year contract contains substantially similar terms and conditions to the previous agreement signed in April 2008 with enhancements to reflect new products, operational processes, and pricing. As part of the distribution agreement, Caterpillar will continue to market Active Power products under the Caterpillar brand and as a complement to its own product line.

“The renewal of our global agreement with Caterpillar reflects the importance of this channel to our overall business strategy particularly as we focus now on growing and expanding our core UPS (uninterruptible power supply) business,” said Jan Lindelow, interim president and CEO, for Active Power. “This relationship broadens our sales reach as we continue to engage Caterpillar’s global dealer network which in turn creates opportunities that we would have otherwise not been exposed to.”

#### **About Active Power**

Founded in 1992, Active Power (NASDAQ: ACPW) designs and manufactures continuous power solutions and critical backup power systems that enable datacenters and other mission critical operations to remain ‘on’ 24 hours a day, seven days a week. Active Power solutions are intelligently efficient, inherently reliable and economically green, providing environmental benefits and energy and space efficiencies to customers’ financial benefit. The company’s products and solutions are built with pride in Austin, Texas, at a state-of-the-art, ISO 9001:2008 registered manufacturing and test facility. Global customers are served via Austin and three regional operations centers located in the United Kingdom, Germany, and China, supporting the deployment of systems in more than 40 countries. For more information, visit [www.activepower.com](http://www.activepower.com).

#### **Cautionary Note Regarding Forward-Looking Statements**

This release may contain forward-looking statements that involve risks and uncertainties. Any forward-looking statements and all other statements that may be made in this news release that are not historical facts are subject to a number of risks and uncertainties, and actual results may differ materially. Specific risks include delays in new product development, product performance and quality issues and the acceptance of our current and new products by the power quality market. Please refer to Active Power filings with the Securities and Exchange Commission for more information on the risk factors that could cause actual results to differ.

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