
**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 7, 2013 (November 5, 2013)

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, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Martin Olsen as Vice President of Global Sales and Marketing.

Martin Olsen resigned as Vice President of Global Sales and Marketing of Active Power, Inc. (the "Company"), effective as of November 5, 2013, and entered into a Separation Agreement and Release with the Company dated November 7, 2013 (the "Agreement"). The Agreement provides, among other things, the following:

- continuation of payment of his base salary for six (6) months after the resignation date, payable in accordance with the Company's regular payroll practices;
- eligibility to potentially receive compensation under the Company's 2013 management incentive program subject to the terms and conditions of such plan;
- reimbursement for continuation coverage pursuant to the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended ("COBRA"), for the shorter of (i) a period of twelve (12) months after the resignation date, (ii) until he has secured other employment, or (iii) the date he is no longer eligible to receive continuation coverage pursuant to COBRA; and
- acceleration of the vesting equivalent to an additional six (6) months of vesting after the resignation date under all outstanding stock option and restricted stock unit agreements between the Company and Mr. Olsen that would have otherwise remained unvested as of the date of Mr. Olsen's resignation.

The Agreement also contains provisions for (i) a release of the Company by Mr. Olsen for all claims, (ii) Mr. Olsen's compliance with non-solicitation covenants for twelve (12) months post-termination and continued observance of his obligations to the Company under his current proprietary information and nondisclosure agreement, and (iii) Mr. Olsen's compliance with customary non-disparagement covenants. The foregoing is a summary of the Agreement and does not purport to be complete.

Appointment of Randall J. Adleman as Vice President of Global Sales and Marketing.

On November 5, 2013, the Company announced that Randall J. Adleman has been appointed as the Company's Vice President of Global Sales and Marketing, effective as of November 18, 2013. Mr. Adleman, age 56, had served as Vice President of Sales and Marketing for Valence Technology since 2010. Previously, he served as the principal and founder of Fords Barron Advisership, a corporate consultancy focused on senior leadership challenges within the power quality and energy industries, from 2007 to 2010, and as senior vice president of sales and implementation services for Misys Healthcare Systems from 2003 to 2006. Mr. Adleman holds an undergraduate degree from Colgate University and a Masters of Business Administration with a concentration in Marketing from Fairleigh Dickinson University.

There are no family relationships between Mr. Adleman and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Adleman's offer letter (the "Offer Letter") provides that Mr. Adleman will be paid an annual base salary of \$250,000 and will be eligible to earn incentive compensation at a rate of 0.18% of all bookings up to a specified target and 0.25% of all bookings in excess of such target, up to a maximum amount of \$500,000. The Offer Letter further provides that, subject to the approval of the Compensation Committee of the Board of Directors, Mr. Adleman will receive an option to purchase 200,000 shares of the Company's Common Stock (the "Option Shares"). The Option Shares will vest over four years, with 25% of the Option Shares vesting on the one-year anniversary of Mr. Adleman's vesting commencement date and the remaining Option Shares vesting in a series of twelve successive equal quarterly installments, subject to Mr. Adleman's continued service to the Company.

h e S e v e r a n c e Agreement provides that if Mr. Adleman's employment is terminated for reasons other than cause, as defined therein, or by Mr. Adleman for good reason, as defined therein, then he shall be entitled to receive continued severance pay equal to six months of his base salary payable over such period, as well as reimbursement of health benefits during such period. In addition, the Severance Agreement provides that upon such termination for reasons other than cause, or by Mr. Adleman for good reason, the vesting under all unvested options would be accelerated by six months and that he may be eligible, subject to approval and discretion of the Board, to all or a pro-rated portion of the bonus that would have been paid to him at the end of the year of such severance if the goals set for such bonus are achieved prior to such date of severance.

The Severance Agreement also provides that if within twelve months following a change in control, as defined therein, Mr. Adleman's employment is terminated for reasons other than cause, or by Mr. Adleman for good reason, then any unvested options held by Mr. Adleman on the date of such change in control would accelerate and vest in full as of the date of such termination. The Severance Agreement further includes non-competition and non-solicitation provisions.

Item 7.01. Regulation FD Disclosure.

On November 5, 2013, the Company issued a press release announcing the management changes set forth in Item 5.02 of this Form 8-K. A copy of the Company's press release is furnished with this Form 8-K and attached hereto as Exhibit 99.1. Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of Active Power, Inc. dated November 5, 2013.

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: November 7, 2013

By: /s/ Steven R. Fife

Steven R. Fife
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release of Active Power, Inc. dated November 5, 2013.



**Active Power Appoints Randall J. Adleman Vice President of
Global Sales and Marketing**

***Power Quality and Energy Storage Executive to Lead
Sales and Marketing Execution Worldwide***

AUSTIN, Texas (Nov. 5, 2013) – Active Power (NASDAQ: ACPW), manufacturer of uninterruptible power supply (UPS) systems and modular infrastructure solutions, announced it has named Randall J. Adleman as vice president of Global Sales and Marketing. Adleman will join the company effective Nov. 18, 2013, and report directly to Mark A. Ascolese, president and CEO, for Active Power. Adleman will replace Martin Olsen who previously served in this capacity.

“Randy is an accomplished executive with an extensive sales and marketing leadership background in the power quality, energy storage, and enterprise software sectors,” said Ascolese. “He has a talent for turning around sales organizations to help drive profitable growth and increase customer satisfaction. I’m excited to have Randy join Active Power and bring his talents to help us capture the opportunity ahead.”

“Active Power has a unique core technology with a value proposition that resonates with some of the most respected brands in the world as evidenced by the organization’s marquee customer base,” said Adleman. “I believe this company has a tremendous opportunity to capitalize on the trends fueling its key markets and I look forward to working with a talented group of sales and marketing professionals to move the business forward.”

Randall J. Adleman Executive Bio

RJ Adleman brings more than two decades of sales and marketing leadership to Active Power. He has an extensive track record building and growing championship caliber sales teams and designing and implementing multi-channel sales and marketing programs for several global organizations.

Prior to joining Active Power, Adleman served as vice president of Sales and Marketing for Valence Technology, an Austin based global manufacturer of large format energy storage solutions where revenues doubled during Adleman’s tenure since 2010.

Adleman has held various sales and marketing executive leadership roles including serving as senior vice president, Sales and Implementation Services, at Misys, an enterprise software provider, and vice president, Global Sales and Service, at Ingersoll Rand Energy Systems.

He also served as vice president, Secure Power Americas Group, at Invensys’ Powerware division, now part of Eaton Corp. While at Powerware, Adleman led all sales and service efforts for the U.S. commercial, federal, and Latin American businesses. In this role, he managed both direct and multi-tiered indirect channels of distribution including hundreds of manufacturing representatives, distributors, and resellers.

Adleman holds an undergraduate degree from Colgate University and a master’s in Business Administration with a concentration in Marketing from Fairleigh Dickinson University.

About Active Power

Founded in 1992, Active Power (NASDAQ:ACPW) designs and manufactures uninterruptible power supply (UPS) systems and modular infrastructure solutions that enable data centers and other mission critical operations to remain 'on' 24 hours a day, seven days a week. The combined benefits of its products' power density, reliability, and total cost of ownership are unmatched in the market and enable the world's leading companies to achieve their most forward thinking data center designs. 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, that support the deployment of systems in more than 50 countries. For more information, visit www.activepower.com.

Cautionary Note Regarding Forward-Looking Statements

This release may contain forward-looking statements that involve risks and uncertainties. Such statements include those related to helping us capture the opportunity ahead, the tremendous opportunity to capitalize on the trends fueling our key markets, and moving the business forward. 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's filings with the Securities and Exchange Commission for more information on the risk factors that could cause our actual results to differ from our forward looking statements.

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