

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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)  
**December 19, 2012 (December 17, 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)

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**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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

As previously reported on June 20, 2012, Active Power, Inc., a Delaware corporation (the "Company"), transferred the listing of its common stock from The NASDAQ Global Market to The NASDAQ Capital Market and was provided 180 calendar days, or until December 17, 2012, to meet the \$1.00 minimum bid price per share requirement for continued listing of its common stock on The NASDAQ Capital Market, as set forth in NASDAQ Listing Rule 5550(a)(2) (the "Bid Price Rule"), by maintaining a closing bid price of at least \$1.00 for a minimum of 10 consecutive business days within the stated 180-day period.

On December 18, 2012, the Company, received a written notification of deficiency from The NASDAQ OMX Group ("Nasdaq") notifying the Company that it has failed to regain compliance with the Bid Price Rule (the "Notification Letter") by the December 17, 2012 deadline. The Notification Letter informed the Company that Nasdaq has determined to schedule the Company's common stock for delisting from the NASDAQ Capital Market at the opening of business on December 28, 2012. However, the Company has the right to request an appeal of this determination to the Nasdaq Hearings Panel (the "Panel") and the hearing request will stay the delisting of the Company's common stock.

On or prior to December 26, 2012, the Company intends to request a hearing to appeal Nasdaq's delisting determination to the Panel in accordance with Nasdaq's applicable procedures set forth in the NASDAQ Listing Rule 5800 Series. Under applicable rules, the Company expects its common stock will remain listed on The NASDAQ Capital Market pending the Panel's decision. In order to regain compliance with the Bid Price Rule, on December 17, 2012, the stockholders of the Company approved a five for one reverse stock split of the Company's outstanding common stock (as described in Item 5.07 below). The Company expects the reverse stock split to be effective before the end of December 2012, at which time the Company expects that its common stock will trade above the \$1.00 minimum price per share. The Company's common stock will have to maintain a closing bid price of at least \$1.00 per share for a minimum of 10 consecutive days to regain compliance with the Bid Price Rule. There can be no assurance as to the actual trading price of the Company's common stock.

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

At a Special Meeting of Stockholders held on December 17, 2012, the stockholders of the Company voted to (i) approve amendments to the Company's Restated Certificate of Incorporation to effect a reverse stock split of the Company's outstanding Common Stock at a reverse split ratio of five-for-one, reduce the total number of shares of Common Stock that the Company is authorized to issue to 30,000,000 and reduce the total number of shares of Preferred Stock that the Company is authorized to issue to 2,000,000 and (ii) authorize the Board of Directors to file a Certificate of Amendment to the Company's Restated Certificate of Incorporation to effect the foregoing (the "Reverse Stock Split"). The vote on such matter was as follows:

<b>Votes for</b>	68,994,147
<b>Votes against</b>	5,093,488
<b>Abstentions</b>	963,688

The Company issued a press release on December 19, 2012 regarding its receipt of the Notification Letter and the approval of the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release dated December 19, 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.

Date: December 19, 2012

ACTIVE POWER, INC.

By: /s/ J. Douglas Milner  
J. Douglas Milner,  
Chief Executive Officer

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**EXHIBIT INDEX**

**Exhibit No.**

**Description**

[99.1](#)

Press Release dated December 19, 2012.

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## Active Power Shareholders Approve Reverse Stock Split

### *Company Seeks to Regain Compliance with NASDAQ Listing Requirements*

**AUSTIN, Texas (Dec. 19, 2012)** – Active Power (NASDAQ: ACPW), manufacturer of UPS (uninterruptible power supply) systems and modular infrastructure solutions, announced its shareholders have approved a 5-for-1 reverse stock split of the company's outstanding and authorized common and preferred stock at a special shareholders meeting held on Monday, Dec. 17, 2012.

The company expects the reverse stock split will take effect before the end of December 2012. The principal purpose of the reverse split was to bring Active Power into compliance with NASDAQ's minimum bid price requirement.

"We believe the effect of the reverse stock split will enable Active Power to regain compliance with the minimum bid price rule in mid-January 2013," said Steve Fife, CFO, at Active Power. "We continue to focus on the go forward strategy we laid out last quarter, which is built on a foundation to achieve consistent profitability. We believe this in turn will create shareholder value."

#### **Information Regarding Delisting Determination Letter and Reverse Stock Split**

As previously reported on June 20, 2012, Active Power was granted until Dec. 17, 2012, to meet the minimum \$1.00 bid price per share requirement pursuant to NASDAQ's minimum bid price rule for continued inclusion on The NASDAQ Capital Market. Since the Company was unable to regain compliance within the 180-day period, on Dec. 18, 2012, the Company received a delisting determination letter from NASDAQ stating that the Company was not in compliance with Listing Rule 5550(a)(2) and that the Company's stock would be suspended from trading. However, as permitted by the NASDAQ rules, Active Power will file an appeal with NASDAQ by requesting a hearing with the NASDAQ Listing Panel. As indicated by NASDAQ, the delisting action will be stayed until the Company has completed the hearing and the Hearing Panel has issued its decision.

The Company anticipates that once the reverse stock split is effective, the split would raise the per share trading price of Active Power common stock to regain compliance with the \$1.00 per share minimum bid price requirement for continued listing on The NASDAQ Capital Market. However, there can be no assurance a reverse stock split will have the desired effect of raising the closing bid price of Active Power common stock to enable the company to meet this requirement.

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**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 the actual price of the company's common stock following the effectiveness of the reverse stock split and the company's ability to comply with the listing requirements of The NASDAQ Capital 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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