

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

ACTIVE POWER, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)
74-2961657
IRS Employer Identification No.)
11525 Stonehollow Dr., Suite 110
Austin, Texas 78758
(Address of principal executive offices)(Zip Code)

2000 STOCK INCENTIVE PLAN
2000 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the Plans)

Joseph F. Pinkerton, III
Chief Executive Officer
Active Power, Inc.
11525 Stonehollow Dr., Suite 110
Austin, Texas 78758
(Name and address of agent for service)
(512) 836-6464

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
2000 Stock Incentive Plan Common Stock, \$0.001 par value	780,864 shares	19.78(2)	15,445,489.92(2)	\$3,861.37
2000 Employee Stock Purchase Plan Common Stock, \$0.001 par value	195,216 shares	19.78(2)	3,861,372.48(2)	\$ 965.35
Aggregate Registration Fee	976,080 shares			\$4,826.72

(1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the 2000 Stock Incentive Plan and the 2000 Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Registrant's Common Stock.

(2) Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices per share of Registrant's Common Stock on February 22, 2001, as reported by the Nasdaq National Market.

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 registers the offer and sale of an additional 976,080 shares of Common Stock of the Registrant for issuance under the 2000 Stock Incentive Plan and the 2000 Employee Stock Purchase Plan (together with the 2000 Stock Incentive Plan, the "Plans"). The contents of the prior Registration Statement relating to the Plans, File No. 333-43248, are incorporated herein by reference.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference

Active Power, Inc. (the "Registrant") hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "Commission"):

- (a) The Registrant's Prospectus filed with the Commission pursuant to Rule 424(b) promulgated under the Securities Act of 1933, as amended, filed with the Commission on August 8, 2000, in connection with the Registration Statement No. 333-36946, in which there is set forth the audited financial statements as of and for the Registrant's fiscal year ended December 31, 1999 and for the six-month period ended June 30, 2000;
- (b) The Registrant's Quarterly Report on Form 10-Q filed with the Commission on November 14, 2000, for the fiscal quarter ended September 30, 2000;
- (c) The Registrant's Registration Statement No. 000-30939 on Form 8-A12G filed with the Commission on June 30, 2000, in which are described the terms, rights and provisions applicable to the Registrant's outstanding Common Stock.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act") after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit Number	Exhibit
5	Opinion and Consent of Brobeck, Phleger & Harrison LLP.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of Brobeck, Phleger & Harrison LLP is contained in Exhibit 5.
24	Power of Attorney. Reference is made to the Signature Page of this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas on this 23 day of February, 2001.

ACTIVE POWER, INC.

By: /s/ JOSEPH F. PINKERTON, III

 Joseph F. Pinkerton, III
 President and Chief Executive
 Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That each person whose signature appears below constitutes and appoints Joseph F. Pinkerton, III, President and Chief Executive Officer, and David S. Gino, Chief Financial Officer, and each of them, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Signature -----	Title -----	Date -----
/s/ JOSEPH F. PINKERTON, III ----- Joseph F. Pinkerton, III	President, Chief Executive Officer and Director (Principal Executive Officer)	February 23, 2001
/s/ DAVID S. GINO ----- David S. Gino	Chief Financial Officer (Principal Financial and Accounting Officer)	February 23, 2001
----- Eric L. Jones	Chairman of the Board	February 23, 2001
/s/ RICHARD E. ANDERSON ----- Richard E. Anderson	Director	February 23, 2001

/s/ RODNEY S. BOND Director

Rodney S. Bond

February 23, 2001

/s/ JAN H. LINDELOW Director

Jan H. Lindelow

February 23, 2001

----- Director

Terrence L. Rock

February 23, 2001

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

EXHIBITS

TO

FORM S-8

UNDER

SECURITIES ACT OF 1933

ACTIVE POWER, INC.

EXHIBIT INDEX

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EXHIBIT 5

OPINION AND CONSENT OF BROBECK, PHLEGER & HARRISON LLP

February 23, 2001

Active Power, Inc.
11525 Stonehollow Dr., Suite 110
Austin, TX 78758

Re: Active Power, Inc.- Registration Statement on Form S-8 for an Aggregate

Offering of 976,080 Shares

Dear Ladies and Gentlemen:

We have acted as counsel to Active Power, Inc., a Delaware Corporation (the "Company"), in connection with the registration on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended, of an additional 976,080 shares of Common Stock, which consists of (i) 780,864 shares of Common Stock under the Company's 2000 Stock Incentive Plan (the "Incentive Plan"), and (ii) 195,216 shares of Common Stock under the Company's 2000 Employee Stock Purchase Plan (the "Purchase Plan"). All of such additional shares are collectively referred to herein as the "Shares".

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have reviewed the Company's charter documents and the corporate proceedings taken by the Company in connection with the establishment of the Incentive Plan and the Purchase Plan. Based on such review, we are of the opinion that, if, as and when the Shares have been issued and sold (and the consideration therefor received) pursuant to the provisions of option agreements duly authorized under the Incentive Plan and in accordance with the Registration Statement, or in accordance with the stock purchase agreements under the Purchase Plan and in accordance with the Registration Statement, such Shares will be duly authorized, legally issued, fully paid and nonassessable.

We consent to the filing of this opinion letter as Exhibit 5 to the Registration Statement.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Incentive Plan, the Purchase Plan, or the Shares.

Very truly yours,

/s/ BROBECK, PHLEGER & HARRISON LLP

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2000 Stock Incentive Plan and 2000 Employee Stock Purchase Plan of Active Power, Inc. of our report dated February 26, 2000 (except for Note 12, as to which the date is July 13, 2000), with respect to the financial statements of Active Power, Inc. included in its Registration Statement on Form S-1 (No. 333-36946) and related Prospectus, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Austin, TX
February 19, 2001