

ENVIRONMENTAL POWER CORP  
Form S-8 POS  
March 29, 2010

As filed with the Securities and Exchange Commission on March 29, 2010

Registration Statement No. 33-70078

333-98559

333-108258

333-118521

333-126439

333-128032

333-134284

333-150344

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

POST EFFECTIVE AMENDMENT NO. 2

to Form S-8 Registration Statement No. 33-70078

POST EFFECTIVE AMENDMENT NO. 2

to Form S-8 Registration Statement No. 333-108258

POST EFFECTIVE AMENDMENT NO. 1

to Form S-8 Registration Statement No. 333-126439

POST EFFECTIVE AMENDMENT NO. 2

to Form S-8 Registration Statement No. 333-134284

POST EFFECTIVE AMENDMENT NO. 2

to Form S-8 Registration Statement No. 333-98559

POST EFFECTIVE AMENDMENT NO. 1

to Form S-8 Registration Statement No. 333-118521

POST EFFECTIVE AMENDMENT NO. 1

to Form S-8 Registration Statement No. 333-128032

POST EFFECTIVE AMENDMENT NO. 1

to Form S-8 Registration Statement No. 333-150344

# REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

## ENVIRONMENTAL POWER CORPORATION

(Exact name of registrant as specified in its charter)

|  |   |  |
|--|---|--|
| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation or organization) | <b>1311</b><br>(Primary Standard Industrial<br>Classification Code Number)<br><b>120 White Plains Road, 6<sup>th</sup> Floor</b><br><br><b>Tarrytown, New York 10591</b><br><br><b>(914) 631-1435</b> | <b>75-3117389</b><br>(I.R.S. Employer<br>Identification No.) |
|--|---|--|

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Richard E. Kessel**  
**President and Chief Executive Officer**  
**Environmental Power Corporation**  
**120 White Plains Road, 6<sup>th</sup> Floor**  
**Tarrytown, New York 10591**  
**(914) 631-1435**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Dennis Haines**  
**Vice President and General Counsel**  
**Environmental Power Corporation**  
**120 White Plains Road, 6<sup>th</sup> Floor**  
**Tarrytown, New York 10591**  
**Tel: (914) 631-1435**  
**Fax: (914) 631-1436**

**Scott Pueschel, P.C.**  
**Pierce Atwood LLP**  
**One New Hampshire Avenue, Suite 350**  
**Portsmouth, New Hampshire 03801**  
**Tel: (603) 433-6300**  
**Fax: (603) 433-6372**

**TERMINATION OF OFFERING**

This Post-Effective Amendment relates to the following Registration Statements on Form S-8 (collectively, the Registration Statements ) filed by Environmental Power Corporation (the Registrant ):

Registration No. 33-70078, registering the offering of 500,000 shares of common stock to be sold by the Registrant pursuant to its 1993 Director Option Plan, of which 473,565 shares remain unsold;

Registration No. 333-98559, registering the offering of 778,571 shares of common stock to be sold by the Registrant pursuant to its 2001 Stock Incentive Plan, 2002 Director Option Plan and two option agreements entered into with a director, of which 522,126 shares remain unsold;

Registration No. 333-108258, registering the offering of 30,459 shares of common stock to be sold by the Registrant pursuant to its 2003 Incentive Compensation Plan, of which 30,459 shares remain unsold;

Registration No. 333-118521, registering the offering of 857,142 shares of common stock to be sold by the Registrant pursuant to three option agreements entered into with officers and directors, of which 857,142 shares remain unsold;

Registration No. 333-126439, registering the offering of 428,571 additional shares of common stock to be sold by the Registrant pursuant to its 2001 Stock Incentive Plan, of which 428,571 shares remain unsold;

Registration No. 333-128032, registering the offering of 1,200,000 shares of common stock to be sold by the Registrant pursuant to its 2005 Equity Incentive Plan, of which 1,200,000 shares remain unsold;

Registration No. 333-134284, registering the offering of 90,000 shares of common stock to be sold by the Registrant pursuant to its 2006 Director Option Plan, of which 90,000 shares remain unsold; and

Registration No. 333-150344, registering the offering of 500,000 shares of common stock to be sold by the Registrant pursuant to its 2006 Equity Incentive Plan, of which 364,750 shares remain unsold.

The foregoing share amounts give effect to all previous post-effective amendments to the foregoing Registration Statements as well as the Registrant's 1-for-7 reverse stock split effective November 30, 2004.

The registrant is filing this Post-Effective Amendment to the Registration Statements solely to deregister any and all securities previously registered under the Registration Statements that remain unsold as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tarrytown, State of New York, on March 29, 2010.

ENVIRONMENTAL POWER CORPORATION

By: /s/ RICHARD E. KESSEL  
**Richard E. Kessel**  
**President and Chief Executive Officer**

**SIGNATURES AND POWER OF ATTORNEY**

We, the undersigned officers and directors of Environmental Power Corporation, hereby severally constitute and appoint Richard E. Kessel, Michael E. Thomas and Dennis Haines, and each of them singly, our true and lawful attorney with full power to sign for us and in our names in the capacities indicated below the Post-Effective Amendment filed herewith and any and all pre-effective and post-effective amendments to said Post-Effective Amendment and generally to do all such things in our name and behalf in our capacities as officers and directors to enable Environmental Power Corporation to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney, to said Post-Effective Amendment and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title   | Date           |
|---|---|----------------|
| /s/ RICHARD E. KESSEL<br><br><b>Richard E. Kessel</b>     | President, Chief Executive Officer and Director (Principal Executive Officer)                             | March 29, 2010 |
| /s/ MICHAEL E. THOMAS<br><br><b>Michael E. Thomas</b>     | Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) | March 29, 2010 |
| /s/ JOSEPH E. CRESCI<br><br><b>Joseph E. Cresci</b>       | Chairman of the Board of Directors  | March 29, 2010 |
| /s/ KAMLESH R. TEJWANI<br><br><b>Kamlesh R. Tejwani</b>   | Vice Chairman of the Board of Directors   | March 29, 2010 |
| /s/ ROGER S. BALLENTINE<br><br><b>Roger S. Ballentine</b> | Director  | March 29, 2010 |
| <br><br><b>John R. Cooper</b>                             | Director  |                |
| /s/ LON HATAMIYA<br><br><b>Lon Hatamiya</b>               | Director  | March 29, 2010 |

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/s/ STEVEN KESSNER

Director

March 29, 2010

**Steven Kessner**

Director

**August Schumacher, Jr.**

Director

**Robert I. Weisberg**