

PLUG POWER INC
Form 4
July 07, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FiveT Capital Holdings AG

(Last) (First) (Middle)

C/O RABER TREUHAND
GMBH, CHURERSTRASSE 98

(Street)

PFAFFIKON, V8 8330

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PLUG POWER INC [PLUG]

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|
| | | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | |
|---|------------------------------|------------------|------------|--|-------|-----|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series C Redeemable Convertible Preferred Stock | \$ 0 | 03/15/2017 | A | | 8,455 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 8,455 |
| Series C Redeemable Convertible Preferred Stock | \$ 0 | 03/15/2017 | A | | 4,203 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 4,203 |
| Series C Redeemable Convertible Preferred Stock | \$ 0 | 06/15/2017 | A | | 4,187 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 4,187 |
| Series C Redeemable Convertible Preferred Stock | \$ 0 | 06/15/2017 | A | | 2,081 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 2,081 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FiveT Capital Holdings AG C/O RABER TREUHAND GMBH CHURERSTRASSE 98 PFAFFIKON, V8 8330 | X | | | |

Signatures

/s/ FiveT Capital Holdings AG, by Johannes Minho Roth, Managing Director

07/07/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Series C Redeemable Convertible Preferred Stock (the "Series C Preferred Stock") is convertible at any time at the option of the holder into shares of the Issuer's Common Stock at a conversion price per share of \$0.2343, subject to certain adjustments. The Series C Preferred Stock has no expiration date.

(2) On March 15, 2017, FiveT Capital Holdings AG, a limited liability company existing under the laws of Switzerland ("FiveT Capital Holdings"), and Five More Special Situations Fund Limited, a Cayman Islands company ("FiveMore Fund"), acquired 8,455 shares and 4,203 shares, respectively, of the Series C Preferred Stock for payment of a dividend; and on June 15, 2017, FiveT Capital Holdings and FiveMore Fund, acquired 4,187 shares and 2,081 shares, respectively, of the Series C Preferred Stock for payment of a dividend.

(3) These shares are held directly by FiveT Capital Holdings.

(4) These shares are held directly by FiveMore Fund. FiveT Capital AG ("FiveT Capital"), a wholly-owned subsidiary of FiveT Capital Holdings, provides investment advisory services to FiveMore Fund.

(5) Johannes Minho Roth is the Managing Director of FiveT Capital Holdings and has equity interests in each of FiveT Capital Holdings and FiveMore Fund. Mr. Roth is a member of the Board of Directors of the Issuer. Each of FiveT Capital Holdings, FiveT Capital and FiveMore Fund disclaims beneficial ownership of the shares of Series C Preferred Stock, except to the extent of its respective pecuniary interest therein, if any, and this report shall not be deemed an admission that it is the beneficial owner of any of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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