

PLUG POWER INC
Form DEFA14A
May 02, 2019

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Plug Power Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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- Fee paid previously with preliminary materials.
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Supplement to the
Plug Power Inc. Proxy Statement and
Notice of Annual Meeting of Stockholders
to be Held on May 9, 2019

This Supplement, dated May 2, 2019, supplements the Proxy Statement and Notice of Annual Meeting of Stockholders dated April 5, 2019 (the Proxy Statement), with respect to the 2019 Annual Meeting of Stockholders of Plug Power Inc. (the Company) to be held on May 9, 2019, at 10:00 a.m., Eastern Time, at the offices of Goodwin Procter LLP, 620 Eighth Avenue, New York, NY 10018 (including any adjournment or postponement thereof, the Annual Meeting). This Supplement provides additional information, as described below, with respect to the description of Proposal 2 set forth in the Proxy Statement.

This Supplement contains additional information and
should be read in conjunction with the Proxy Statement.

PROPOSAL 2: APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY S SECOND AMENDED AND RESTATED 2011 STOCK OPTION AND INCENTIVE PLAN

As of April 1, 2019, approximately 574 individuals would have been eligible to participate in the Plan, which includes 6 executive officers, 560 employees who are not executive officers, 8 non-employee directors and 0 consultants.

Recommendation of the Board

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE PLUG POWER INC. SECOND AMENDED AND RESTATED 2011 STOCK OPTION AND INCENTIVE PLAN.

This Supplement is first being released to stockholders on or about May 2, 2019, and should be read together with the Proxy Statement. The information contained in this Supplement modifies or supersedes any inconsistent information contained in the Proxy Statement.
