

PLUG POWER INC
Form 4
August 28, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Air Liquide Investissements d'Avenir
et de Demonstration

(Last) (First) (Middle)

6, RUE COGNACQ JAY

(Street)

PARIS, IO 75007

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2014

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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share ⁽¹⁾	08/26/2014		C	V	5,521,676 A <u>21</u>	5,561,000	D

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C Redeemable Convertible Preferred Stock	(2)	08/26/2014		C	5,200	05/08/2014	(3)	Common Stock, par value \$0.01 per share	5,521,676

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Air Liquide Investissements d'Avenir et de Demonstration 6, RUE COGNACQ JAY PARIS, IO 75007	X			

Signatures

/s/ Pierre-Etienne Franc, Directeur General de la societe of Air Liquide Investissements d'Avenir et de Demonstration 08/28/2014

__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).
- (1) Xavier Pontone serves on the board of directors of Plug Power Inc. as the representative of Air Liquide Investissements d'Avenir et de Demonstration.
5,521,676 shares of Common Stock were acquired on conversion on August 26, 2014 of 5,200 shares of the Series C Redeemable
- (2) Convertible Preferred Stock acquired on May 16, 2013. At the current exchange rate of .2343 per share, each share of Series C Redeemable Convertible Preferred Stock is convertible into 1,061.86086214255 shares of Common Stock.
- (3) The Series C Redeemable Convertible Preferred Stock does not have an expiration date.
- (4) Pursuant to a Securities Purchase Agreement dated as of May 8, 2013, Air Liquide Investissements d'Avenir et de Demonstration purchased 10,431 shares of Series C Redeemable Convertible Preferred Stock for EURO 2,000,000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.