

PLUG POWER INC
Form 3
February 06, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â FiveT Capital Holdings AG | | (Month/Day/Year) | PLUG POWER INC [PLUG] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O RABER TREUHAND | | | (Check all applicable) | |
| GMBH,Â CHURERSTRASSE | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| 98 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (Street) | | | (give title below) (specify below) | |
| PFAFFIKON,Â V8Â 8330 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) |
|---|-------|-------|-----------------|-----------|--------|----------------------------------|
| Series C Redeemable Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 1,858,256 | \$ (1) | D (2) (3) (5) Â |
| Series C Redeemable Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 923,819 | \$ (1) | I See Footnotes (2) (4) (5) |

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 | Â X | Â | Â | Â |

Signatures

/s/ FiveT Capital Holding AG, by Johannes Minhó Roth, Managing Director

02/06/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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.

On January 26, 2017, FiveT Capital Holding AG, a limited liability company existing under the laws of Switzerland ("FiveT Capital Holding"), and Five More Special Situations Fund Limited, a Cayman Islands company ("FiveMore Fund"), purchased 1,750 shares and 870 shares, respectively, of the Series C Preferred Stock for an aggregate purchase price of \$3,292,850, or \$1,256.81 per share.

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

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

Johannes Minhó Roth is the Managing Director of FiveT Capital Holding and has equity interests in each of FiveT Capital Holding and FiveMore Fund. Mr. Roth is a member of the Board of Directors of the Issuer. Each of FiveT Capital Holding, 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. 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.