

ENVIRONMENTAL POWER CORP

Form 10-K/A

December 03, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-K/A

(Mark one)

☒ **ANNUAL REPORT UNDER SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2003

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 0-15472

Environmental Power Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

incorporation or organization)

75-3117389
(IRS Employer

Identification No.)

One Cate Street 4th Floor, Portsmouth, New Hampshire 03801

(Address of principal executive offices)

(Zip code)

(603) 431-1780

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$.01 par value

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to the Form 10-K. Yes ☐ No ☒

The aggregate market value of voting stock (common stock, \$.01 par value) held by non-affiliates, computed by reference to the closing price of such stock, was \$5,229,907 on June 30, 2003.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the last practicable date: On March 12, 2004 there were 26,741,734 outstanding shares of Common Stock, \$.01 par value, of the registrant.

EXPLANATORY NOTE

This Annual Report on Form 10-K/A relates to the Registrant's Annual Report on Form 10-K for the fiscal ended December 31, 2003, as amended by an Annual Report on Form 10-K/A for the fiscal ended December 31, 2003, as filed with the Securities and Exchange Commission on April 30, 2004 and an Annual Report on Form 10-K/A for the fiscal ended December 31, 2003, as filed with the Securities and Exchange Commission on November 15, 2004 (as amended, the "Report"), and is being filed to further amend the Report (i) by deleting the paragraph entitled "Documents Incorporated by Reference" appearing before the Table of Contents to the Report, and (ii) by amending Part II, Item 9A (Controls and Procedures) of the Report to read in its entirety as follows:

Item 9A. Controls And Procedures

Under the supervision and with the participation of Environmental Power's management, including our chief executive officer and the principal accounting officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. They have concluded that these disclosure controls were effective at December 31, 2003 and provide reasonable assurance that Environmental Power can collect, process and disclose, within the time periods specified in the Commission's rules and forms, the information required to be disclosed in its periodic Exchange Act reports. We also concluded that no changes in internal controls over financial reporting occurred during the quarter ended December 31, 2003 that have materially affected or are reasonably likely to materially affect such internal controls over financial reporting.

PART IV. OTHER INFORMATION

ITEM 15. EXHIBITS

The following exhibits are filed with this report. The exhibit index previously included in the Report is not amended hereby.

(a) Exhibits

- 31.1 Certification of Chief Executive Officer
- 31.2 Certification of Chief Financial Officer
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. §1350
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. §1350

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated:

December 3, 2004

ENVIRONMENTAL POWER CORPORATION

By: /s/ Kamlesh R. Tejwani

Kamlesh R. Tejwani
President & Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act 1934, this report has been signed below by the following persons on behalf of registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Joseph E. Cresci	Chairman and Director	December 3, 2004
Joseph E. Cresci		
/s/ Kamlesh R. Tejwani	President & Chief Executive Officer and Director	December 3, 2004
Kamlesh R. Tejwani		
/s/ Donald A. Livingston	Executive Vice President and Director	December 3, 2004
Donald A. Livingston		
/s/ R. Jeffrey Macartney	Chief Financial Officer and Treasurer	December 3, 2004
R. Jeffrey Macartney	(Principal Financial and Accounting Officer)	
/s/ John R. Cooper	Director	December 3, 2004
John R. Cooper		
/s/ Jessie J. Knight, Jr.	Director	December 3, 2004
Jessie J. Knight, Jr.		
/s/ August Schumacher, Jr.	Director	December 3, 2004
August Schumacher, Jr.		
/s/ Robert I. Weisberg	Director	December 3, 2004
Robert I. Weisberg		

