

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 27, 2016**

**Active Power, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**000-30939**  
(Commission File  
Number)

**74-2961657**  
(IRS Employer  
Identification No.)

**2128 W. Braker Lane, BK 12**  
**Austin, Texas 78758**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

**(512) 836-6464**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Section 1- Registrant's Business and Operations

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

As previously disclosed, Mark A. Ascolese, President and Chief Executive Officer of Active Power, Inc., a Delaware corporation (the "Company"), earned \$481,950 under the Company 2015 Management Incentive Plan. After considering input from Mr. Ascolese, the compensation committee of the board of directors of the Company (the "Compensation Committee") determined to defer all cash payments under the 2015 Management Incentive Plan for Mr. Ascolese and James A. Powers, Chief Financial Officer of the Company, until a later time to be determined in the Compensation Committee's discretion.

On October 27, 2016, the Compensation Committee determined that the deferred amount would be paid to Mr. Ascolese and Mr. Powers upon receiving shareholder approval of the closing of the transactions contemplated by the previously disclosed Asset Purchase Agreement by and among the Company, Langley Holdings plc ("Langley") and Piller USA, Inc. ("Buyer") and upon the Board of Directors approval of a transaction securing additional capital to support the future business strategy. However, the Compensation Committee determined that the amount owed to Mr. Ascolese would be paid as follows: 50% in cash (\$240,975); and 50% in shares of the Company's common stock, at a price per share of \$1.30 per share, the closing price of the Company's common stock on the last trading day of 2015 (185,365 shares). The shares to be issued to Mr. Ascolese have a value of approximately \$38,927, based upon the closing price of the Company's common stock on November 1, 2016. The combined cash and share value would amount to \$279,901 representing a 42% decrease to the value of the incentive payment due to Mr. Ascolese.

#### Additional Information

This communication is being made in respect of the proposed transaction involving the Company, Langley and Buyer. The Company has filed with the SEC a proxy statement in connection with the proposed transaction. The Company also intends to file with the SEC other documents regarding the proposed transaction. The definitive proxy statement has been sent or given to the stockholders of the Company and contains important information about the proposed transaction and related matters. THE COMPANY'S STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT REGARDING THE PROPOSED TRANSACTION AND ANY OTHER RELEVANT DOCUMENTS CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. The proxy statement and other relevant materials (when they become available), and any other documents filed by the Company with the SEC, may be obtained free of charge at the SEC's website, at [www.sec.gov](http://www.sec.gov). In addition, stockholders of the Company will be able to obtain free copies of the proxy statement from the Company by contacting Investor Relations by mail at Attn: Investor Relations, Active Power, Inc., 2128 W. Braker Lane, BK 12, Austin, TX 78758.

#### Participants in the Solicitation

The Company and its directors, executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. Information about the Company's directors and executive officers is included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC on February 23, 2016 and the proxy statement for the Company's 2015 annual meeting of stockholders, filed with the SEC on March 16, 2016. Additional information regarding these persons and their interests in the transaction are included in the proxy statement relating to the proposed transaction, filed with the SEC on October 17, 2016. These documents can be obtained free of charge from the sources indicated above.

#### Forward-Looking Statements

This current report contains certain "forward-looking" statements as that term is defined by Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. Forward-looking statements may be typically identified by such words as "may," "will," "should," "expect," "anticipate," "plan," "likely," "believe,"

“estimate,” “project,” “intend” and other similar expressions, among others. These forward-looking statements are subject to known and unknown risks and uncertainties that could cause our actual results to differ materially from the expectations expressed in the forward-looking statements. Although we believe that the expectations reflected in our forward-looking statements are reasonable, any or all of our forward-looking statements may prove to be incorrect. Consequently, no forward-looking statements may be guaranteed and there can be no assurance that the actual results or developments anticipated by such forward-looking statements will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company or its business or operations. Factors that could cause our actual results to differ from those projected or contemplated in any such forward-looking statements include, but are not limited to, the following factors: (1) the risk that the conditions to the closing of the proposed transaction are not satisfied (including a failure of the stockholders of the Company to approve, on a timely basis or otherwise, the proposed transaction); (2) litigation relating to the proposed transaction; (3) uncertainties as to the timing of the consummation of the proposed transaction and the ability of each of Langley and the Company to consummate the proposed transaction; (4) risks that the proposed transaction disrupts the current plans and operations of the Company; (5) competitive responses to the proposed transaction; (6) unexpected costs, charges or expenses resulting from the proposed transaction; (7) potential adverse reactions or changes to business relationships resulting from the announcement of the proposed transaction; and (8) legislative, regulatory and economic developments. The foregoing review of important factors that could cause actual events to differ from expectations should not be construed as exhaustive and should be read in conjunction with statements that are included herein and elsewhere, including the risk factors included in the Company’s most recent Annual Report on Form 10-K for the year ended December 31, 2015, and our more recent reports filed with the SEC. You should not rely upon forward-looking statements as predictions of future events. The forward-looking statements speak only as of the date of the communication in which they are contained. The Company can give no assurance that the conditions to the proposed transaction will be satisfied. Except as required by applicable law, the Company undertakes no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

#### **Active Power, Inc.**

By: /s/James A. Powers

Name: James A. Powers

Title: Chief Financial Officer and Vice President of Finance

Dated: November 2, 2016

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **Active Power, Inc.**

By: /s/James A. Powers

Name: James A. Powers

Title: Chief Financial Officer and Vice President of Finance

Dated: November 2, 2016