
**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)
November 20, 2013 (November 14, 2013)

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, BK12
Austin, Texas 78758**
(Address of principal executive offices, including zip code)

(512) 836-6464
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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:

- 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Steven R. Fife as Chief Financial Officer and Vice President of Finance.

On November 14, 2013, Steven R. Fife agreed to resign as Chief Financial Officer and Vice President of Finance of Active Power, Inc. (the "Company"), effective as of December 4, 2013 and as an employee of the Company effective December 31, 2013 (the "Separation Date"). Mr. Fife entered into a Separation Agreement and Release with the Company dated November 20, 2013 (the "Agreement"). The Agreement provides, among other things, the following:

- continuation of payment of his base salary for twelve (12) months after the Separation Date, payable in accordance with the Company's regular payroll practices;
- eligibility to potentially receive compensation under the Company's 2013 management incentive program subject to the terms and conditions of such plan;
- reimbursement for continuation coverage pursuant to the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended ("COBRA"), for the shorter of (i) a period of twelve (12) months after the Separation Date, (ii) until he has secured other employment, or (iii) the date he is no longer eligible to receive continuation coverage pursuant to COBRA;
- acceleration of the vesting equivalent to an additional twelve (12) months of vesting after the Separation Date under all outstanding stock options and restricted stock unit agreements between the Company and Mr. Fife that would have otherwise remained unvested as of the date of Mr. Fife's separation; and
- that all stock options held by Mr. Fife shall be amended such that such options will remain exercisable for a period of 180 days following the Separation Date.

The Agreement also contains provisions for (i) a release of the Company by Mr. Fife for all claims, (ii) Mr. Fife's compliance with non-solicitation covenants for twelve (12) months post-termination and continued observance of his obligations to the Company under his current proprietary information and nondisclosure agreement, and (iii) Mr. Fife's compliance with customary non-disparagement covenants. The foregoing is a summary of the Agreement and does not purport to be complete.

Appointment of James Powers as Chief Financial Officer.

On November 18, 2013, the Company announced that James Powers has been appointed as the Company's Chief Financial Officer, effective as of December 4, 2013. Mr. Powers, age 52, most recently served as Senior Vice President of Finance of the U.S. Windows and Doors division of PlyGem Industries. From 2006 to 2013, Mr. Powers was Vice President and Global Controller of Xerium Technologies. Mr. Powers received a Bachelor's of Science degree in Accounting from the State of University of New York at Albany.

There are no family relationships between Mr. Powers and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Powers' offer letter (the "Offer Letter") provides that Mr. Powers will be paid an annual base salary of \$280,000 and will be eligible to participate in the Company's executive bonus program with an annual target of 60% of base salary. The Offer Letter further provides that, subject to the approval of the Compensation Committee of the Board of Directors, Mr. Powers will receive an option to purchase 175,000 shares of the Company's Common Stock (the "Option Shares"). The Option Shares will vest over four years, with 25% of the Option Shares vesting on the one-year anniversary of Mr. Powers' vesting commencement date and the remaining Option Shares vesting in a series of twelve successive equal quarterly installments, subject to Mr. Powers' continued service to the Company. The Company will also provide Mr. Powers with a signing bonus of \$25,000, subject to claw back provisions as set forth in the Offer Letter, and relocation and temporary living expense assistance. The Offer letter also provides for vacation and health benefits.

On November 14, 2013, the Company entered into a written severance benefits agreement with Mr. Powers (the "Severance Agreement"). The Severance Agreement provides that if Mr. Powers' employment is terminated for reasons other than cause, as defined therein, or by Mr. Powers for good reason, as defined therein, then he shall be entitled to receive (i) if such termination or resignation occurs on or prior to the first to occur of the one year anniversary of the commencement of Mr. Powers' employment with the Company or the closing of Mr. Powers' relocation and purchase of a home in Austin, Texas, continued severance pay equal to six months of his base salary payable over such period, as well as reimbursement of health benefits during such period, or (ii) if such termination or resignation occurs after the first to occur of the one year anniversary of the commencement of Mr. Powers' employment with the Company or the closing of Mr. Powers' relocation and purchase of a home in Austin, Texas, continued severance pay equal to twelve months of his base salary payable over such period, as well as reimbursement of health benefits during such period, the vesting under all unvested options held by Mr. Powers would be accelerated by twelve months, and he may be eligible, subject to approval and discretion of the Board, to all or a pro-rated portion of the bonus that would have been paid to him at the end of the year of such severance if the goals set for such bonus are achieved prior to such date of severance.

The Severance Agreement also provides that if within twelve months following a change in control, as defined therein, Mr. Powers' employment is terminated for reasons other than cause, or by Mr. Powers for good reason, then any unvested options held by Mr. Powers on the date of such change in control would accelerate and vest in full as of the date of such termination. The Severance Agreement further includes non-competition and non-solicitation provisions.

Item 7.01. Regulation FD Disclosure.

On November 18, 2013, the Company issued a press release announcing the management changes set forth in Item 5.02 of this Form 8-K. A copy of the Company's press release is furnished with this Form 8-K and attached hereto as Exhibit 99.1. Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of Active Power, Inc. dated November 18, 2013.

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.

Date: November 20, 2013

By: /s/ Steven R. Fife
Steven R. Fife
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release of Active Power, Inc. dated November 18, 2013.



Active Power Names Jay Powers CFO and Vice President of Finance

AUSTIN, Texas (Nov. 18, 2013) – Active Power (NASDAQ: ACPW), manufacturer of uninterruptible power supply (UPS) systems and modular infrastructure solutions, announced it has named Jay Powers as CFO and vice president of Finance effective Dec. 4, 2013. Steve Fife, current CFO and vice president of Finance, will remain with the company through the end of the year.

“Jay has an impeccable record operating in senior finance positions for large multinational manufacturing firms,” said Mark A. Ascolese, president and CEO, at Active Power. “He brings the relevant financial and market experience Active Power needs as we look to drive more consistency in the business and expand into new large and growing markets. I’m excited to have Jay join us to help us build an innovative, high growth business that is profitable and stable.”

“I am excited to join Active Power at this point in the company’s evolution,” said Powers. “I look forward to working closely with the company’s strong leadership team and contributing my experience and expertise to help the business achieve its growth and profitability goals and drive shareholder value.”

“I also want to acknowledge Steve Fife for his hard work and contributions to Active Power during his time here,” continued Ascolese. “We thank him for agreeing to stay on through year end and wish him well in his future endeavors.”

Jay Powers Executive Bio

A certified public accountant, Jay Powers is an accomplished finance leader with broad and deep experience at both domestic and international organizations in a variety of industries including manufacturing, power quality, and energy storage. Powers brings more than 30 years of finance, accounting, and operations experience to Active Power with a proven record of protecting assets, implementing new processes that lead to operational improvements, and succeeding in fast paced, change driven environments.

Powers most recently served as senior vice president of Finance of the U.S. Windows and Doors division of PlyGem Industries, a \$1.3 billion publicly traded building products manufacturer.

From 2006-2013, Powers was at Xerium Technologies, a publicly traded global manufacturer and supplier of specifically engineered consumable products used primarily in the production of paper. As vice president and global controller, he led all corporate controllership functions including SEC reporting, board reporting and analysis, and external audit management.

Prior to Xerium, Powers held a number of executive finance roles including vice president of Internal Audit at Invensys PLC, a global industrial automation, controls, and transportation business. He was tasked to step into this leadership role following the completion of two divestitures including Invensys' Powerware and Lambda Power divisions where he served as vice president of Finance.

He spent more than 11 years in various senior finance and accounting roles at power and automation technology firm ABB, including six years with ABB Drives and Motors division. Powers began his career as a senior auditor at Ernst and Young LLP, formerly Arthur Young, working out of the firm's offices in Stamford, Conn.

Powers received a bachelor's of Science in Accounting from the State of University of New York at Albany.

About Active Power

Founded in 1992, Active Power (NASDAQ:ACPW) designs and manufactures uninterruptible power supply (UPS) systems and modular infrastructure solutions that enable data centers and other mission critical operations to remain 'on' 24 hours a day, seven days a week. The combined benefits of its products' power density, reliability, and total cost of ownership are unmatched in the market and enable the world's leading companies to achieve their most forward thinking data center designs. The company's products and solutions are built with pride in Austin, Texas, at a state-of-the-art, ISO 9001:2008 registered manufacturing and test facility. Global customers are served via Austin and three regional operations centers located in the United Kingdom, Germany, and China, that support the deployment of systems in more than 50 countries. For more information, visit www.activepower.com.

Cautionary Note Regarding Forward-Looking Statements

This release may contain forward-looking statements that involve risks and uncertainties. Such statements include those related to driving more consistency in the business and expanding into new large and growing markets, building an innovative, high growth business that is profitable and stable and helping the business achieve its growth and profitability goals and drive shareholder value. Any forward-looking statements and all other statements that may be made in this news release that are not historical facts are subject to a number of risks and uncertainties, and actual results may differ materially. Specific risks include delays in new product development, product performance and quality issues and the acceptance of our current and new products by the markets. Please refer to Active Power's filings with the Securities and Exchange Commission for more information on the risk factors that could cause our actual results to differ from our forward looking statements.

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