

PLUG POWER INC
Form S-4/A
February 12, 2003
Table of Contents

As filed with the Securities and Exchange Commission on February 12, 2003

Registration No. 333-101567

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

PRE-EFFECTIVE
AMENDMENT NO. 4 TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PLUG POWER INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

3629
(Primary Standard Industrial
Classification Code Number)

22-3672377
(I.R.S. Employer

Identification Number)

968 Albany-Shaker Road

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Latham, New York 12110

(518) 782-7700

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Roger Saillant

President and Chief Executive Officer

Plug Power Inc.

968 Albany-Shaker Road

Latham, New York 12110

(518) 782-7700

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

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Approximate date of commencement of proposed sale to the public: As soon as possible after the effective date of this registration statement and the consummation of the merger described in this registration statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement number for the same offering. "

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If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

The boards of directors of Plug Power Inc. and H Power Corp. have each approved an agreement and plan of merger that would result in H Power becoming a wholly-owned subsidiary of Plug Power.

The board of directors of each company believes that the merger is advisable and in the best interests of its stockholders. The board of directors of H Power unanimously recommends that its stockholders vote to adopt and approve the merger agreement and approve the transactions contemplated by the merger agreement, and the board of directors of Plug Power unanimously recommends that its stockholders vote to approve the issuance of shares of Plug Power common stock pursuant to the merger agreement.

If the merger agreement is adopted and approved and the merger is subsequently completed, and you are an H Power stockholder, it is estimated that you will receive approximately .84 shares of Plug Power common stock for each share of H Power common stock you own, which provides an estimated aggregate consideration value of \$46,548,204, or \$4.32 per share, based on the closing price per share of Plug Power's common stock on February 11, 2003. The actual amount of shares of Plug Power common stock you will receive in the merger will depend upon certain factors described in the attached joint proxy statement/prospectus. The minimum aggregate consideration that H Power stockholders can receive in the merger is \$29,675,000, or \$2.75 per share, unless H Power determines not to exercise its right to terminate the merger agreement. In such event, H Power stockholders will not be guaranteed to receive any minimum consideration in the merger. You will also receive cash, without interest, rather than a fractional share of Plug Power common stock that you otherwise would be entitled to receive in the merger. Plug Power common stock is listed on the Nasdaq National Market under the symbol PLUG. At your stockholders meeting, you will be asked to vote on the merger agreement, the merger and the other transactions contemplated by the merger agreement.

If you are a Plug Power stockholder, after the merger you will continue to own your existing shares of Plug Power common stock. At your stockholders meeting, you will be asked to vote on the issuance of shares of Plug Power common stock in the merger.

Stockholders of Plug Power are also being asked to vote upon a proposal to permit Plug Power's employees to exchange options to purchase shares of Plug Power common stock held by them for shares of restricted common stock of Plug Power, in accordance with the terms and conditions described in the accompanying joint proxy statement/prospectus. The board of directors of Plug Power believes that the proposed stock option exchange is advisable and in the best interests of its stockholders and unanimously recommends that Plug Power stockholders vote to approve the stock option exchange.

Your Vote is Very Important. Whether or not you plan to attend your company's stockholders' meeting, please take the time to vote on the proposal(s) submitted for your company's meeting by completing and mailing the enclosed proxy card to us. If you sign, date and mail your proxy card without indicating how you wish to vote, your proxy will be counted as a vote in favor of the proposal(s) submitted at your meeting. If you are an H Power stockholder, failure to return or sign your proxy card will have the effect of a vote against the merger agreement and the merger, unless you attend your stockholders meeting and vote in person. If you are a Plug Power stockholder, failure to return or sign your proxy card will have no effect on the proposal to issue shares of Plug Power common stock in the merger and no effect on the proposal to exchange Plug Power options for shares of restricted stock of Plug Power.

The dates, times and places of the stockholders meetings are as follows:

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For **Plug Power Inc.** stockholders: March 25, 2003 at 10:00 a.m. local time at the Albany Marriott, 189 Wolf Road, Albany, New York.

For **H Power Corp.** stockholders: March 25, 2003 at 9:00 a.m. local time at the Courtyard Marriott Lyndhurst, 1 Polito Avenue, Lyndhurst, New Jersey.

Following this letter you will find a formal notice of the special meeting of your company's stockholders and a joint proxy statement/prospectus. The joint proxy statement/prospectus provides you with detailed information concerning the merger agreement, the merger, the issuance of shares of Plug Power common stock pursuant to the merger agreement, the proposed stock option exchange and Plug Power and H Power. You may also obtain more information about Plug Power and H Power from documents that each company has filed with the Securities and Exchange Commission.

Dr. Roger B. Saillant
President and Chief Executive Officer of Plug Power Inc.

Dr. H. Frank Gibbard
Chief Executive Officer of H Power Corp.

Please give all of the information contained or incorporated by reference in the joint proxy statement/prospectus your careful attention. In particular, you should carefully consider the discussion in the section entitled Risk Factors beginning on page 27 of the joint proxy statement/prospectus. Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the shares to be issued under, or passed upon the adequacy of, this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

The accompanying joint proxy statement/prospectus is dated February 12, 2003 and was first mailed to stockholders of Plug Power and H Power on or about February 13, 2003.

Table of Contents

PLUG POWER INC.

968 Albany-Shaker Road

Latham, NY 12110

(518) 782-7700

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

to be held on March 25, 2003

To the Stockholders of Plug Power Inc.:

A special meeting of stockholders of Plug Power Inc. will be held on March 25, 2003 at 10:00 a.m., local time, at the Albany Marriott, 189 Wolf Road, Albany, New York. The board of directors asks you to attend this meeting (in person or by proxy) for the following purposes:

1. To consider and vote on a proposal to approve the issuance of shares of common stock of Plug Power Inc. pursuant to the Agreement and Plan of Merger, dated as of November 11, 2002, by and among Plug Power Inc., a Delaware corporation, Monmouth Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Plug Power Inc., and H Power Corp., a Delaware corporation, as amended, a copy of which is attached as Annex A to the accompanying joint proxy statement/prospectus.
2. To consider and vote on a proposal to exchange options to purchase shares of common stock of Plug Power Inc. held by its employees for shares of restricted common stock of Plug Power Inc., in accordance with the terms and conditions described in the accompanying joint proxy statement/prospectus.
3. To transact any other business as may properly come before the special meeting and any adjournments or postponements of the special meeting.

Only stockholders of record of Plug Power Inc. as of the close of business on February 7, 2003 are entitled to notice of, and will be entitled to vote at, the special meeting or any adjournment or postponement thereof. Approval of each of the proposals will require the affirmative vote of the holders of a majority of the shares of Plug Power common stock present in person or by proxy at the special meeting.

We invite you to attend the special meeting because it is important that your shares be represented at the meeting. Whether or not you plan to attend the special meeting, please sign, date and return the enclosed proxy card in the accompanying postage-paid envelope. Please note that, by delivering a proxy to vote at the special meeting, you are also granting a proxy to vote at any adjournments or

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postponements of the special meeting. If you attend the meeting, you may vote in person, which will revoke a signed proxy if you have already sent one in. You may also revoke your proxy at any time before the meeting in the manner described in the accompanying joint proxy statement/prospectus.

BY THE ORDER OF THE BOARD OF DIRECTORS,

Roger Saillant,

President and Chief Executive Officer

Latham, New York

February 12, 2003

Table of Contents

H POWER CORP.

60 Montgomery Street

Belleville, New Jersey 07109

(973) 450-4400

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

to be held on March 25, 2003

To the Stockholders of H Power Corp.:

A special meeting of stockholders of H Power will be held on March 25, 2003, at 9:00 a.m., local time, at the Courtyard Marriott Lyndhurst, 1 Polito Avenue, Lyndhurst, New Jersey 07071, for the following purposes:

1. To consider and vote on a proposal to adopt and approve the Agreement and Plan of Merger, dated as of November 11, 2002, by and among Plug Power Inc., a Delaware corporation, Monmouth Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Plug Power, and H Power Corp., a Delaware corporation, as amended, a copy of which is attached as Annex A to the accompanying joint proxy statement/prospectus, and to approve the merger as contemplated by the merger agreement.
2. To transact any other business that may properly come before the special meeting and any adjournment or postponement of the special meeting.

Only stockholders of record of H Power common stock at the close of business on February 7, 2003 are entitled to notice of, and will be entitled to vote at, the special meeting or any adjournment or postponement thereof. Approval of the merger agreement will require the affirmative vote of the holders of a majority of the shares of H Power common stock entitled to vote at the special meeting.

Your vote is important. To ensure that your shares are represented at the special meeting, you are urged to complete, date and sign the enclosed proxy card and mail it promptly in the postage-prepaid envelope provided, whether or not you plan to attend the special meeting in person. You may revoke your proxy in the manner described in the accompanying joint proxy statement/prospectus at any time before it has been voted at the special meeting. If you attend the special meeting, you may vote in person even if you returned a proxy.

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BY ORDER OF THE BOARD OF DIRECTORS

Dr. H. Frank Gibbard

Chief Executive Officer

Belleville, New Jersey

February 12, 2003

Please do not send your stock certificates at this time. If the merger is completed, you will be sent instructions regarding the surrender of your stock certificates.

Table of Contents

ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Plug Power from other documents that are not included in or delivered with this document. We have listed the documents containing this information on page 167. This information is available to you without charge upon your written or oral request. You can obtain those documents relating to Plug Power, which are incorporated by reference in this joint proxy statement/prospectus, or any documents referred to in this joint proxy statement/prospectus relating to H Power by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Plug Power Inc.
968 Albany-Shaker Road
Latham, New York 12110
Attn: David A. Neumann

Chief Financial Officer
(518) 782-7700

H Power Corp.
60 Montgomery Street
Belleville, NJ 07109
Attn: William Zang

Chief Financial Officer
(973) 450-4400

If you would like to request documents, you must do so by March 18, 2003 in order to receive them before the special meeting of your company's stockholders. You will not be charged for any of these documents that you request.

For additional information regarding where you can find information about Plug Power and H Power, please see the section entitled "Where You Can Find Additional Information" beginning on page 166 of this joint proxy statement/prospectus. The information contained in this joint proxy statement/prospectus with respect to H Power and its subsidiaries was provided by H Power and the information contained in this joint proxy statement/prospectus with respect to Plug Power and its subsidiaries was provided by Plug Power.

Table of Contents**TABLE OF CONTENTS**

	Page
<u>QUESTIONS AND ANSWERS ABOUT THE MERGER</u>	1
<u>SUMMARY</u>	6
<u>PLUG POWER SUMMARY SELECTED CONSOLIDATED FINANCIAL DATA</u>	15
<u>H POWER SUMMARY SELECTED CONSOLIDATED FINANCIAL DATA</u>	17
<u>SELECTED COMBINED COMPANY UNAUDITED PRO FORMA FINANCIAL INFORMATION</u>	19
<u>COMPARATIVE HISTORICAL AND PRO FORMA PER SHARE DATA</u>	21
<u>COMPARATIVE PER SHARE MARKET PRICE DATA AND DIVIDEND INFORMATION</u>	23
<u>CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS IN THIS JOINT PROXY STATEMENT/PROSPECTUS</u>	25
<u>RISK FACTORS</u>	27
<u>Risks Related to the Merger</u>	27
<u>Risks Related to Plug Power and the Combined Company</u>	33
<u>Risks Related to H Power</u>	43
<u>THE SPECIAL MEETING OF PLUG POWER S STOCKHOLDERS</u>	46
<u>Date, Time and Place of Meeting</u>	46
<u>Purpose of the Special Meeting</u>	46
<u>Record Date</u>	46
<u>Votes Required for Approval of the Issuance of Shares of Common Stock of Plug Power</u>	46
<u>Quorum, Abstentions and Broker Non-Votes</u>	47
<u>Solicitation of Proxies and Expenses</u>	48
<u>Voting of Proxies at the Special Meeting and Revocation of Proxies</u>	48
<u>No Appraisal Rights</u>	48
<u>Other Matters to be Voted on</u>	48
<u>Recommendation of Plug Power s Board of Directors</u>	49
<u>THE SPECIAL MEETING OF H POWER S STOCKHOLDERS</u>	49
<u>Date, Time and Place of Meeting</u>	49
<u>Purpose of the Special Meeting</u>	49
<u>Record Date</u>	49
<u>Votes Required for Adoption and Approval of the Merger Agreement and Approval of the Merger</u>	49
<u>Quorum, Abstentions and Broker Non-Votes</u>	50
<u>Solicitation of Proxies and Expenses</u>	51
<u>Voting of Proxies at the Special Meeting and Revocation of Proxies</u>	51
<u>No Appraisal Rights</u>	52
<u>Other Matters to be Voted On</u>	52
<u>Recommendation of H Power s Board of Directors</u>	52
<u>THE MERGER AND RELATED TRANSACTIONS</u>	52
<u>Background of the Merger</u>	52
<u>Consideration of the Merger by H Power s Board of Directors</u>	59
<u>Interests of H Power s Directors and Officers in the Merger</u>	70
<u>Consideration of the Merger by Plug Power s Board of Directors</u>	72
<u>The Merger Agreement</u>	79
<u>Other Material Agreements Relating to the Merger</u>	99
<u>Material United States Federal Income Tax Consequences of the Merger</u>	100
<u>Accounting Treatment of the Merger</u>	103

Table of Contents

	<u>Page</u>
<u>Post-Closing Capitalization</u>	103
<u>Regulatory Filings and Approvals Required to Complete the Merger</u>	103
<u>Restrictions on Sales of Plug Power Common Stock by Affiliates of H Power</u>	104
<u>Listing on the Nasdaq National Market of Plug Power Common Stock to be Issued in the Merger</u>	104
<u>Delisting and Deregistration of H Power Common Stock after the Merger</u>	105
<u>Dissenters' Rights of Appraisal</u>	105
<u>Operations After the Merger</u>	105
<u>Director to be Appointed in Connection with the Merger</u>	105
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	106
<u>Unaudited Pro Forma Condensed Combined Balance Sheet</u>	107
<u>Unaudited Pro Forma Condensed Combined Statements of Operations</u>	109
<u>Unaudited Pro Forma Condensed Combined Statements of Operations</u>	111
<u>NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	113
<u>ADDITIONAL PROPOSAL TO BE ACTED ON BY PLUG POWER STOCKHOLDERS</u>	118
<u>Background and Description of the Exchange</u>	118
<u>Recommendation and Reasons for the Exchange</u>	119
<u>Required Vote</u>	122
<u>Benefits of the Exchange</u>	122
<u>Material United States Federal Income Tax Consequences of the Exchange</u>	124
<u>Summary of the Stock Option and Incentive Plans</u>	124
<u>Material Federal Income Tax Consequences of Transactions Under the Plan</u>	126
<u>Executive Compensation</u>	127
<u>RECENT DEVELOPMENTS RELATING TO PLUG POWER</u>	127
<u>INFORMATION ABOUT H POWER</u>	128
<u>H POWER MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	140
<u>H POWER PRINCIPAL AND MANAGEMENT STOCKHOLDERS</u>	151
<u>PLUG POWER PRINCIPAL AND MANAGEMENT STOCKHOLDERS</u>	155
<u>COMPARISON OF RIGHTS OF HOLDERS OF PLUG POWER COMMON STOCK AND H POWER COMMON STOCK</u>	157
<u>DESCRIPTION OF PLUG POWER CAPITAL STOCK</u>	163
<u>LEGAL MATTERS</u>	165
<u>EXPERTS</u>	165
<u>PLUG POWER STOCKHOLDER PROPOSALS</u>	166
<u>H POWER STOCKHOLDER PROPOSALS</u>	166
<u>WHERE YOU CAN FIND ADDITIONAL INFORMATION</u>	166
<u>INDEX TO H POWER FINANCIAL STATEMENTS</u>	F-1
<u>ANNEX A</u>	Agreement and Plan of Merger
<u>ANNEX B</u>	Form of Voting Agreement
<u>ANNEX C</u>	Opinion of Lehman Brothers Inc.
<u>ANNEX D</u>	Opinion of Stephens Inc.
<u>ANNEX EI</u>	Plug Power 1999 Stock Option and Incentive Plan
<u>ANNEX EII</u>	Plug Power 1997 Membership Option Plan

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE MERGER

Q: Why are Plug Power and H Power proposing the merger? (See pages 59 and 72)

A: Plug Power and H Power are proposing the merger because they believe the resulting combined company will be a stronger, better capitalized and more competitive company. Plug Power and H Power believe that the merger will provide significant potential benefits and resources, including:

cash resources to fund the combined company's growth and development;

benefits created from the complementary resources of Plug Power and H Power, including complementary financial, technology and intellectual property resources; and

potential synergy benefits from cost savings and integration of the companies' strategic partners and suppliers.

Overall, both Plug Power and H Power believe that the merger will provide added value to their respective stockholders. Achieving these anticipated benefits, however, is subject to certain risks discussed in the section entitled "Risk Factors" beginning on page 27.

Q: What will I receive in the merger? (See page 79)

A: *H Power Stockholders:*

If the merger is completed, Plug Power and H Power estimate that each H Power stockholder will receive approximately .84 shares of Plug Power common stock for each share of H Power common stock. This amount is an estimate based on (1) an estimated transaction value price of \$48,000,000 based on the estimated value of H Power's net cash of \$34,000,000 (as defined in the merger agreement) as of the date of this joint proxy statement/prospectus; (2) an estimated average trading price of \$5.29 per share of Plug Power common stock and (3) 10,776,548 shares of H Power common stock outstanding as of the date of this joint proxy statement/prospectus. The estimated average trading price is based on the closing price of \$5.13 per share of Plug Power common stock on February 11, 2003, adjusted to \$5.29 per share due to the collar between \$5.29 per share and \$6.47 per share. As a result of the collar, the average trading price per share of Plug Power common stock for purposes of calculating the merger consideration can never be below \$5.29 or above \$6.47, and trading below or above these amounts, respectively, will have no effect on the average trading price for this purpose.

As further described below in this question and answer, the minimum aggregate consideration that H Power stockholders can receive in the merger is \$29,675,000, or \$2.75 per share, unless H Power determines not to exercise its right to terminate the merger agreement, which termination is subject to Plug Power's right to issue additional shares such that the minimum aggregate consideration equals \$29,675,000. If H Power does not exercise its right to terminate the merger agreement, H Power stockholders will not be guaranteed to receive any minimum consideration because the amount that H Power stockholders will receive will decrease below \$2.75 per share if (1) the trading price of Plug Power common stock declines, and/or (2) H Power's net cash (as defined in the merger agreement) declines.

The actual number of shares of Plug Power common stock that each H Power stockholder will receive for each share of H Power common stock may be different than the estimated .84 as the exchange ratio for H Power common stock is determined based in part on:

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the transaction value price, which is determined based in part on the value of H Power's net cash (as defined in the merger agreement) at the effective time of the merger as calculated in accordance with the formula described on page 80 of this joint proxy statement/prospectus;

the average trading price for shares of Plug Power common stock for 10 randomly selected days in the 20 trading day period ending on the second trading day prior to the effective time of the merger, subject to the collar adjustment; and

Table of Contents

the number of shares of H Power common stock outstanding immediately prior to the effective time of the merger (which is not expected to change from the 10,776,548 shares outstanding as of the date of this joint proxy statement/prospectus).

To illustrate the impact of changes in H Power's net cash on the exchange ratio, if H Power's net cash (as defined in the merger agreement) is equal to an amount between \$32,000,000 and \$36,000,000 then the number of shares of Plug Power common stock that each H Power stockholder will receive for each share of H Power common stock will, depending on the number of shares of H Power common stock outstanding immediately prior to the effective time of the merger and the average Plug Power common stock price, range between .66 and .88.

To illustrate the impact of changes in Plug Power's average trading price, if H Power's net cash (as defined in the merger agreement) is equal to \$34,000,000, the estimated value of H Power's net cash as of the date of this joint proxy statement/prospectus as calculated in accordance with the formula described on page 80 of this joint proxy statement/prospectus, then the number of shares of Plug Power common stock that each H Power stockholder will receive for each share of H Power common stock will, depending on the number of shares of H Power common stock outstanding immediately prior to the effective time of the merger and the average Plug Power common stock price, range between .69 and .84.

Each H Power stockholder will also receive cash, without interest, rather than a fractional share of Plug Power common stock that he, she or it would otherwise be entitled to receive in the merger.

In the event that H Power, during the period commencing 5 business days prior to the stockholder meetings of H Power and Plug Power to approve the transactions contemplated by the merger agreement and ending on the second business day prior to such meetings, notifies Plug Power that the product of (1) the anticipated number of shares of Plug Power common stock to be issued in the merger and (2) the reasonably anticipated average Plug Power common stock price is less than \$29,675,000, then H Power may terminate the merger agreement. As further described under the section of this joint proxy statement/prospectus titled "The Merger and Related Transactions - The Merger Agreement - Payment of Termination Fee and Expenses," such right of H Power to terminate the merger agreement is subject to Plug Power's right to issue additional shares of Plug Power common stock such that the aggregate consideration received by H Power stockholders is equal to \$29,675,000.

For a description of how the exchange ratio will be determined, and examples of the exchange ratio based on assumptions regarding H Power's net cash and the average Plug Power common stock price, each at the effective time of the merger, see the section of this joint proxy statement/prospectus titled "The Merger and Related Transactions - The Merger Agreement - Conversion of H Power Common Stock in the Merger." Prior to each company's respective special meeting of stockholders, the current estimated exchange ratio will be posted on Plug Power's website at www.plugpower.com and on H Power's website at www.hpower.com.

Plug Power Stockholders:

If you own shares of Plug Power common stock immediately prior to the merger, you will continue to own those shares immediately after the merger. Based on the estimated exchange ratio of .84, which is subject to potential adjustment, Plug Power stockholders immediately prior to the merger will hold approximately 84.9% of the outstanding shares of Plug Power common stock when the merger is complete.

Q: What are the tax consequences to me of the merger? (See page 100)

A:

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In the opinion of counsel, it is unclear whether the merger will qualify as a tax-free reorganization. It is possible that the H Power stockholders will be required to recognize gain or loss for U.S. federal income tax purposes in connection with the merger, and H Power

Table of Contents

stockholders should vote to approve the merger only if they are willing to approve a taxable transaction in which they recognize gain or loss. However, Plug Power and H Power intend to treat the merger in such a manner that receipt of Plug Power's common stock in the merger would be tax-free to H Power's stockholders. We urge you to consider carefully the discussion of tax consequences related to the merger in this joint proxy statement/prospectus and to review these tax consequences with your tax advisor.

Q: Will H Power stockholders be able to trade the Plug Power common stock that they receive in the merger? (See page 104)

A: Yes. The Plug Power common stock issued in the merger will be registered with the Securities and Exchange Commission and listed on the Nasdaq National Market under the symbol PLUG. All shares of Plug Power common stock that you receive in the merger will be freely transferable unless you are deemed to be an affiliate of H Power prior to the completion of the merger or an affiliate of Plug Power after the completion of the merger, or your shares are subject to other contractual restrictions. Shares of Plug Power common stock received by persons deemed to be affiliates in the merger may only be sold in compliance with Rule 145 under the Securities Act or as otherwise permitted under the Securities Act.

Q: When do Plug Power and H Power expect to complete the merger?

A: Plug Power and H Power expect to complete the merger when all of the conditions to completion of the merger contained in the merger agreement have been satisfied or waived. The stockholders of H Power must approve the merger agreement and the merger at their special stockholders meeting and the stockholders of Plug Power must approve the issuance of shares of Plug Power common stock pursuant to the merger agreement at their special stockholders meeting.

Plug Power and H Power are working toward satisfying these conditions and completing the merger as soon as practicable. Plug Power and H Power currently plan to complete the merger in the first quarter of 2003 following the respective special meetings of Plug Power's and H Power's stockholders, assuming the H Power stockholders approve the merger and the merger agreement, the Plug Power stockholders approve the issuance of shares of Plug Power common stock pursuant to the merger agreement and the other merger conditions are satisfied. However, because the merger is subject to some conditions which are beyond Plug Power's and H Power's control, the exact timing cannot be predicted.

Q: What happens if the merger is not completed? (See page 96)

A: If the merger is not completed, each of Plug Power and H Power will continue as independent companies. In addition, under the terms of the merger agreement, H Power may be required to pay Plug Power a termination fee of \$2,000,000. Also, each party may be required to reimburse the other for out-of-pocket expenses, including legal, accounting, investment banking, printing and other fees, related to this transaction if the merger is not completed. For a more complete discussion of requirements relating to payments of fees and expenses by each of Plug Power and H Power see the section entitled "The Merger and Related Transactions - The Merger Agreement - Payment of Termination Fee and Expenses" in this joint proxy statement/prospectus.

Q: What vote is required to approve the merger? (See page 49)

A: Approval of the merger agreement and the transactions contemplated by the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of H Power common stock as of the record date. Although the approval of the stockholders of Plug Power is not required to effect the merger pursuant to Delaware general corporation law, Plug Power's organizational documents or any other regulatory or listing requirements applicable to Plug Power, the board of directors of Plug Power has determined that the issuance of shares of Plug Power common stock pursuant to the merger agreement will be subject to, and the merger agreement requires, the affirmative vote of the holders of a majority of the shares of Plug Power common stock present in person or represented by proxy at the special meeting of

Table of Contents

Plug Power stockholders on such matter. In addition, approval of the stock option exchange is subject to the same voting requirement as the merger.

The board of directors of H Power has approved the merger agreement and the merger. The board of directors of Plug Power has approved the merger agreement and merger including, without limitation, the issuance of shares of Plug Power common stock pursuant to the merger agreement, and has approved the stock option exchange.

Q: How do I vote on the merger? (See pages 48 and 51)

A: First, please review the information contained or incorporated by reference in this joint proxy statement/prospectus, including the annexes, as it contains important information about Plug Power, H Power and the merger. It also contains important information about what each of the boards of directors of Plug Power and H Power, respectively, considered in evaluating the merger. Next, complete and sign the enclosed proxy card, and then mail it in the enclosed return envelope as soon as possible so that your shares can be voted at your company's special meeting of stockholders at which, in the case of H Power, the merger agreement and the merger will be presented and voted upon, or, in the case of Plug Power, the issuance of shares of Plug Power common stock pursuant to the merger agreement and the approval of the stock option exchange will be presented and voted upon. You may also attend the special meeting of your company in person and vote at the special meeting instead of submitting a proxy.

Q: What happens if I don't indicate how to vote my proxy? (See pages 47 and 50)

A: If you sign and send in your proxy, but do not include instructions on how to vote your properly signed proxy card, your shares will be voted FOR adoption and approval of the merger agreement and approval of the merger if you are an H Power stockholder or FOR the issuance of shares of Plug Power common stock pursuant to the merger agreement and FOR the stock option exchange if you are a Plug Power stockholder.

Q: What happens if I don't return a proxy card? (See pages 47 and 50)

A: If you are a stockholder of H Power, not returning your proxy card will have the same effect as voting against adoption and approval of the merger agreement and against approval of the merger. If you are a stockholder of Plug Power, not returning your proxy card will have no effect as to the approval of the proposal to issue shares of Plug Power common stock pursuant to the merger agreement or the proposal to approve the stock option exchange.

Q: Can I change my vote after I have mailed my signed proxy card? (See pages 48 and 51)

A: Yes. You can change your vote at any time before your proxy is voted at the special meeting of your company's stockholders at which, in the case of H Power, the merger agreement and the merger will be presented and voted upon, and in the case of Plug Power, the issuance of shares of Plug Power common stock pursuant to the merger agreement and the proposal to approve the stock option exchange will be presented and voted upon. You can do this in one of three ways:

first, you can send a written notice stating that you would like to revoke your proxy to the appropriate address below;

second, you can complete and submit a later-dated proxy card to the appropriate address below; or

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third, you can attend the special meeting of Plug Power or H Power, as appropriate, and vote in person. Your attendance at the special meeting alone will not revoke your proxy. You must vote at the special meeting in order to revoke your previously submitted proxy.

You should send any notice of revocation or your completed new proxy card, as the case may be, to:

For Plug Power Stockholders:

Plug Power Inc.

968 Albany-Shaker Road

Latham, New York 12110

Attn: David A. Neumann

Chief Financial Officer

Table of Contents

For H Power Stockholders:

H Power Corp.

60 Montgomery Street

Belleville, NJ 07109

Attn: William Zang

Chief Financial Officer

Q: Can I submit my proxy by telephone or over the Internet?

A: If you hold shares directly, then you may not vote by telephone or over the Internet. If you hold your shares through a bank or brokerage firm, you may be able to submit your proxy by telephone or over the Internet. You should refer to the proxy card provided by your bank or brokerage firm for instructions about how to vote. If you vote by telephone or over the Internet, you do not need to complete and mail your proxy card.

Q: If my broker holds my shares in [street name], will my broker vote my shares for me? (See pages 47 and 50)

A: No. Your broker will not be able to vote your shares without instructions from you. If you do not provide your broker with voting instructions, your shares may be considered present at the special meeting for purposes of determining a quorum, but will not be considered to have been voted in favor of adoption and approval of the merger agreement or approval of the merger, in the case of H Power stockholders, or in favor of approval of the issuance of shares of Plug Power common stock pursuant to the merger agreement or approval of the stock option exchange, in the case of Plug Power stockholders. As a result, failure to provide your broker with voting instructions will have the effect of a vote against the merger agreement and against the approval of the merger if you are a stockholder of H Power, or the effect of a vote against approval of the issuance of shares of Plug Power common stock pursuant to the merger agreement and against the stock option exchange if you are stockholder of Plug Power. If you have instructed a broker to vote your shares and wish to change your vote, you must follow the directions received from your broker to change those instructions.

Q: Should I send my H Power stock certificates now? (See page 83)

A: No. If the merger is completed, Plug Power will send you written instructions for exchanging your H Power stock certificates for Plug Power stock certificates. In the meantime, you should retain your certificates as the H Power stock certificates are still valid. Please do not send in your stock certificates with your proxy. If you send your stock certificates to Plug Power, Plug Power assumes no risk of loss.

Q: Am I entitled to appraisal rights in connection with the merger? (See page 105)

A: No. Appraisal rights are not available under applicable law in connection with the merger.

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Q: Are there any risks I should consider in deciding whether to vote for the merger or the issuance of shares of Plug Power common stock in connection with the merger?

A: Yes. In the section entitled "Risk Factors" beginning on page 27 of this joint proxy statement/prospectus, Plug Power and H Power have described a number of risk factors that you should consider.

Q: Who can help answer my questions about the proposals?

A: If you have any questions about the proposals presented in this joint proxy statement/prospectus, you should contact:

For Plug Power Stockholders:

Plug Power Inc.

968 Albany-Shaker Road

Latham, New York 12110

Attn: David A. Neumann

Chief Financial Officer

(518) 782-7700

For H Power Stockholders:

H Power Corp.

60 Montgomery Street

Belleville, NJ 07109

Attn: William Zang

Chief Financial Officer

(973) 450-4400

Table of Contents

SUMMARY

The following is a summary of the information contained in this joint proxy statement/prospectus. This summary may not contain all of the information that is important to you. You should carefully read this entire joint proxy statement/prospectus and the other documents referred to for a more complete understanding of the merger and related transactions. In particular, you should read the annexes attached to this joint proxy statement/prospectus, including the merger agreement, as amended, which is attached to this joint proxy statement/prospectus as Annex A. We have included page references in parentheses to direct you to a more complete description of the topics presented in this summary. In addition, Plug Power incorporates by reference into this joint proxy statement/prospectus important business and financial information. You may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions in the section entitled "Where You Can Find Additional Information" beginning on page 166 of this joint proxy statement/prospectus.

The Companies

PLUG POWER

968 Albany-Shaker Road

Latham, New York 12110

(518) 782-7700

www.plugpower.com

Plug Power was originally formed as a joint venture between Edison Development Corporation and Mechanical Technology Incorporated in the State of Delaware on June 27, 1997 and succeeded by merger to all of the assets, liabilities and equity of Plug Power, L.L.C. in November 1999.

Plug Power is a development stage enterprise formed to research, develop, manufacture and distribute on-site electric power generation systems utilizing proton exchange membrane fuel cells for stationary applications and is in the preliminary stages of field testing and marketing its initial commercial product to a limited number of customers, including utilities, government entities and its distribution partners, GE Fuel Cell Systems, LLC and DTE Energy Technologies, Inc. This initial product is a limited edition fuel cell system that is intended to offer complementary, quality power while demonstrating the market value of fuel cells as a preferred form of alternative distributed power generation. Plug Power anticipates subsequent enhancements to its fuel cell systems, including development of its next generation systems, which it expects will expand the market opportunity for fuel cells by lowering the installed cost, decreasing operating and maintenance costs, increasing efficiency, improving reliability, and adding features such as grid independence and co-generation of heat and electric power.

For more information on the business of Plug Power, please refer to Plug Power's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2001 and Form 10-Q for the quarterly period ended September 30, 2002. Please refer to the section of this joint proxy statement/prospectus entitled "Where You Can Find Additional Information" on page 166 in order to find out where you can obtain copies of Plug Power's Annual Report as well as the other documents Plug Power files with the Securities and Exchange Commission.

H POWER CORP.

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60 Montgomery Street

Belleville, NJ 07109

(973) 450-4400

www.hpower.com

H Power was organized on June 6, 1989 under the laws of the State of Delaware.

Table of Contents

H Power designs, develops, markets and manufactures proton-exchange membrane fuel cells and fuel cell systems. Fuel cells are devices that produce electrical energy without combustion and its associated environmental contaminants. The fuel cell systems H Power makes and markets are designed to complement or replace conventional power sources, such as batteries and electric power generators. The use of alternative electric power systems is desirable in situations where conventional power sources cannot adequately, economically or technologically supply the power required.

For more information on the business of H Power, please refer to the section of this joint proxy statement/prospectus entitled "Information About H Power" beginning on page 128.

MONMOUTH ACQUISITION CORP.

968 Albany-Shaker Road

Latham, New York 12110

(518) 782-7700

Monmouth Acquisition Corp. was formed on November 1, 2002 as a Delaware corporation and a wholly-owned subsidiary of Plug Power. Monmouth was formed solely to effect the merger and has not conducted any business during the period of its existence.

Voting Requirements for the Merger (See pages 46 and 49)

In order to complete the merger, the holders of a majority of the outstanding shares of H Power common stock as of the record date must vote to adopt and approve the merger agreement and approve the merger. Holders of H Power common stock will be entitled to cast one vote per share of H Power common stock owned as of February 7, 2003, the record date for the H Power special meeting of stockholders at which the merger agreement and the merger will be presented and voted upon.

Although the approval of the stockholders of Plug Power is not required to effect the merger pursuant to Delaware general corporation law, Plug Power's organizational documents or any other regulatory or listing requirements applicable to Plug Power, the board of directors of Plug Power has determined that the issuance of shares of Plug Power common stock pursuant to the merger agreement shall be subject to, and the merger agreement requires, the affirmative vote of the holders of a majority of the outstanding shares of Plug Power common stock present in person or represented by proxy at the special meeting of Plug Power stockholders on such matter. Approval of the stock option exchange is subject to the same voting requirement. Holders of Plug Power common stock will be entitled to cast one vote per share of Plug Power common stock owned as of February 7, 2003, the record date for the Plug Power special meeting of stockholders at which the issuance of shares of Plug Power common stock pursuant to the merger agreement and the stock option exchange will be presented and voted upon.

Share Ownership of H Power Directors and Officers (See page 151)

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As of the close of business on the record date for the special meeting of H Power stockholders at which the merger agreement and the merger will be presented and voted upon, directors and officers of H Power (and their respective affiliates) collectively owned approximately 2.0% of the outstanding shares of H Power common stock entitled to vote at the special meeting on the merger agreement and the merger. This does not include 305,126 shares of H Power common stock issuable upon the exercise of presently exercisable options which these directors and officers beneficially own. If all of these stock options had been exercised prior to the record date for the special meeting, the directors and executive officers of H Power (and their respective affiliates) would collectively own approximately 4.8% of the outstanding shares of H Power common stock entitled to vote at the special meeting. Two members of H Power management and an affiliate of H Power, who collectively own an aggregate of approximately 10.7% of the outstanding shares of H Power common stock entitled to vote at the special meeting, have entered into voting agreements with Plug Power under which they have agreed, among other things, to vote their shares of H Power common stock in favor of adoption and approval of the merger agreement and approval of the merger.

Table of Contents

Share Ownership of Plug Power Directors and Officers (See page 155)

As of the close of business on the record date for the special meeting of Plug Power stockholders at which the issuance of shares of Plug Power common stock pursuant to the merger and the stock option exchange will be presented and voted upon, directors and officers of Plug Power (and their respective affiliates) collectively owned approximately 49.6% of the outstanding shares of Plug Power common stock entitled to vote at the special meeting. Directors and officers of Plug Power own a minority of this amount.

This does not include 2,090,946 shares of Plug Power common stock issuable upon the exercise of presently exercisable options which these directors and officers beneficially own. If all of these stock options had been exercised prior to the record date for the special meeting, the directors and executive officers of Plug Power (and their respective affiliates) would collectively beneficially own approximately 51.6% of the outstanding shares of Plug Power common stock entitled to vote at the special meeting.

None of Plug Power's directors, officers or affiliates have entered into a voting agreement or have otherwise agreed or given notice of their intention to vote their shares of Plug Power common stock in favor of the issuance of shares of Plug Power common stock in the merger. Accordingly, approval of the issuance of shares of Plug Power common stock in the merger by Plug Power's stockholders is not assured.

Board Recommendations to Stockholders and Reasons for the Merger

Recommendation of H Power's Board of Directors (See page 63)

After careful consideration, H Power's board of directors unanimously determined that the merger is advisable, in the best interests of H Power's stockholders, and is on terms that are fair to the stockholders of H Power. **Accordingly, H Power's board of directors unanimously approved the merger agreement and the merger and recommends that its stockholders vote FOR adoption and approval of the merger agreement and approval of the merger.**

H Power's Reasons for the Merger (See page 59)

In reaching its decision to approve the merger agreement and the transactions contemplated by the merger agreement, H Power's board of directors identified several potential benefits and material factors pertaining to the merger, including the following:

increased visibility and market capitalization of the combined entity;

increased financial strength of the combined entity;

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greater intellectual property and technical resources of the combined entity;

the fact that on November 10, 2002, the date the merger agreement was approved, the proposed exchange ratio offered a significant premium of 106% to H Power stockholders relative to H Power's closing stock price on the previous trading day;

the risks of remaining an independent entity, and the lack of definitiveness of any financing proposal; and

the opinion of Lehman Brothers that, as of the date of such opinion and based upon and subject to the assumptions, limitations and qualifications set forth therein, the exchange ratio offered to the holders of H Power common stock in the merger was fair from a financial point of view to such holders.

The H Power board of directors also identified a number of potentially negative factors, including the following:

risks associated with fluctuations in Plug Power's stock price prior to the merger;

the risk of disruption of sales momentum and H Power's operations as a result of uncertainties created by the announcement of the merger;

the risk that certain conditions in the merger agreement may have the effect of discouraging alternative proposals for a business combination with another third party;

Table of Contents

the interests of the directors and officers that are different from, or in addition to, those of H Power's stockholders generally, including the receipt of change of control payments under the employment agreements with certain executive officers of H Power; and

other applicable risks described in the section of this joint proxy statement/prospectus entitled "Risk Factors" on page 27.

The H Power board of directors did not believe that the negative factors were sufficient, individually or in the aggregate, to outweigh the potential benefits of the merger.

Recommendation of Plug Power's Board of Directors (See page 74)

After careful consideration, Plug Power's board of directors unanimously determined that the merger, including, without limitation, the issuance of shares of Plug Power common stock pursuant to the merger agreement, is advisable and in the best interests of Plug Power's stockholders. **Accordingly, Plug Power's board of directors unanimously approved the merger agreement and the merger, including, without limitation, the issuance of shares of Plug Power common stock pursuant to the merger agreement, and recommends that its stockholders vote FOR the issuance of shares of Plug Power common stock in the merger pursuant to the merger agreement.**

Plug Power's Reasons for the Merger (See page 72)

In reaching its decision to approve the merger agreement and the transactions contemplated by the merger agreement, including, without limitation, the issuance of shares of Plug Power common stock pursuant to the merger agreement, Plug Power's board of directors considered several potential benefits and material factors pertaining to the merger, including the following:

the opinion of Stephens Inc., Plug Power's financial advisor, to the effect that as of November 11, 2002, the exchange ratio set forth in the merger agreement was fair, from a financial point of view, to Plug Power;

H Power's cash reserves and Plug Power's belief that the addition of such cash reserves to its own balance sheet would provide Plug Power with sufficient cash to help fund operations;

H Power's intellectual property, technical resources and other assets;

the opportunity to enhance stockholder value by combining two complementary businesses;

the belief that the merger represents the most favorable alternative currently available to Plug Power to increase its capital resources and further its financing and business objectives;

the belief that the combined company will be in a better position to continue to compete effectively in the fuel cell industry;

the terms of the merger agreement, including Plug Power's right to receive a \$2,000,000 termination fee or to be reimbursed for its expenses in the event that it terminates the merger agreement under certain circumstances; and

potential synergy benefits, including cost savings and access to H Power's partners and suppliers.

The Plug Power board of directors also considered a number of potentially negative factors, including the following:

the risk that the potential benefits of the merger may not be realized, in part or at all;

Table of Contents

the risk that the merger may not be consummated;

the risk of management and employee disruption associated with the merger;

the potential costs the combined company may incur to (1) terminate, renegotiate or amend H Power's existing obligations, including real estate and facility leases, (2) streamline the combined company's business, (3) reduce excess capacity, including terminating employees and (4) eliminate redundant operations, including the consolidation of H Power's operations into Plug Power's headquarters in Latham, New York.

the dilutive effects of the merger upon existing Plug Power stockholders;

the risk that the merger could adversely affect Plug Power's stock price or Plug Power's relationship with some of its existing or potential customers, suppliers or strategic partners;

the significant costs involved in consummating the merger; and

other applicable risks described in the section of this joint proxy statement/prospectus entitled "Risk Factors" on page 27.

The Plug Power board of directors did not believe that the negative factors were sufficient, individually or in the aggregate, to outweigh the potential benefits of the merger.

Opinions of Financial Advisors

Opinion of Financial Advisor to H Power (See page 63)

In deciding to approve the merger, the H Power board of directors considered an opinion from its financial advisor, Lehman Brothers Inc. On November 11, 2002, Lehman Brothers delivered its written opinion to the board of directors of H Power that, as of the date of such opinion and based upon and subject to the assumptions, limitations and qualifications set forth therein, the exchange ratio offered to the holders of H Power common stock in the merger was fair, from a financial point of view, to such holders.

The full text of the Lehman Brothers' written opinion is attached to this joint proxy statement/prospectus as Annex C. We encourage you to read the opinion carefully as well as the section of this joint proxy statement/prospectus entitled "The Merger and Related Transactions Consideration of the Merger by H Power's Board of Directors Opinion of H Power's Financial Advisor." The opinion of Lehman Brothers does not constitute a recommendation as to how any holder of H Power common stock should vote with respect to the merger agreement and the merger.

Opinion of Financial Advisor to Plug Power (See page 74)

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In deciding to approve the merger, the Plug Power board of directors considered an opinion from its financial advisor, Stephens Inc. that, as of November 11, 2002, the exchange ratio set forth in the merger agreement was fair, from a financial point of view, to Plug Power.

The full text of Stephens' written opinion is attached to this joint proxy statement/prospectus as Annex D. We encourage you to read the opinion carefully as well as the section of this joint proxy statement/prospectus entitled "The Merger and Related Transactions - Consideration of the Merger by Plug Power's Board of Directors - Opinion of Plug Power's Financial Advisor." The opinion of Stephens does not constitute a recommendation as to how any holder of Plug Power common stock should vote on the merger.

Table of Contents

Interests of H Power's Directors and Executive Officers in the Merger (See page 70)

Some of H Power's directors and officers have interests in the merger that are different from, or in addition to, those of H Power stockholders generally. For instance:

Dr. H. Frank Gibbard, chief executive officer of H Power, is a party to a Second Amended and Restated Employment Agreement, dated as of August 1, 2002, which provides that, among other things, (1) Dr. Gibbard must devote substantially all of his business time, ability and attention to H Power's business and affairs and he receives an annual base salary of \$240,000, (2) if Dr. Gibbard is terminated for reasons other than for cause, he may be entitled to receive benefits and payments of his salary through the end of his employment term and (3) if, within a year after a change in control, H Power terminates Dr. Gibbard or assigns him duties materially inconsistent with his position, he may be entitled to receive a lump sum payment equal to two times his then annual base salary and incentive compensation, currently aggregating approximately \$480,000. H Power has delivered notice to Dr. Gibbard that H Power will not be renewing his employment agreement in July.

Mr. William Zang, chief financial officer of H Power, is a party to an amended Officer's Employment Agreement, effective as of August 1, 2002, which provides that, among other things, (1) Mr. Zang must devote substantially all of his business time, ability and attention to H Power's business and affairs and he receives an annual base salary of \$190,000, (2) if Mr. Zang is terminated for reasons other than for cause, he may be entitled to receive benefits and payments of his salary through the end of his employment term and (3) if, within a year after a change in control, H Power terminates Mr. Zang or assigns him duties materially inconsistent with his position, he may be entitled to receive a lump sum payment equal to one and one-half times his then annual base salary and incentive compensation, currently aggregating approximately \$292,000.

Mr. Dudley Wass, chief operating officer of H Power, is a party to an amended Officer's Employment Agreement, effective as of August 1, 2002, which provides that, among other things, (1) Mr. Wass must devote substantially all of his business time, ability and attention to H Power's business and affairs and receives an annual base salary of \$215,000, (2) if Mr. Wass is terminated for reasons other than for cause, he may be entitled to receive benefits and payments of his salary through the end of his employment term and (3) if, within a year after a change in control, H Power terminates Mr. Wass or assigns him duties materially inconsistent with his position, he may be entitled to receive a lump sum payment equal to one and one-half times his then annual base salary and incentive compensation, currently aggregating \$315,000.

Mr. Paul McNeill, vice president of business development, marketing and sales of H Power, is a party to an amended Officer's Employment Agreement, effective as of August 1, 2002, which provides that, among other things, (1) Mr. McNeill must devote substantially all of his business time, ability and attention to H Power's business and affairs and he receives an annual base salary of \$135,000, (2) if Mr. McNeill is terminated for reasons other than for cause, he may be entitled to receive benefits and payments of his salary through the end of his employment term and (3) if, within a year after change in control, H Power terminates Mr. McNeill or assigns him duties materially inconsistent with his position, he may be entitled to receive a lump sum payment equal to one and one-half times his then annual base salary and incentive compensation, currently aggregating \$195,000. H Power has delivered notice to Mr. McNeill that H Power will not be renewing his employment agreement in July.

In addition, Messrs. Zang and Wass are entitled to receive incentive bonuses of \$150,000 and \$50,000, respectively, relating to incentives to reduce H Power's cash burn rate in order to maintain stockholder value.

The vesting on 1,500 outstanding options held by each of 5 non-employee directors of H Power to purchase H Power common stock will accelerate immediately prior to the merger.

Table of Contents

Lehman Brothers, which H Power has retained as an investment banker with respect to the merger, will receive a fee of \$1.5 million in addition to reimbursement of reasonable expenses upon the closing of the merger transaction, net of monthly retainer fees received prior to the closing of the merger. Mr. Clark, a member of H Power's board of directors, is currently a vice-chairman of Lehman Brothers.

The proposed merger will be considered a change in control under each of the foregoing employment agreements, as amended. As a result of the change in control and their expected termination of employment upon the closing of the merger, each of Messrs. Gibbard, Zang, Wass and McNeill will receive the payments described above under his respective employment agreement, as amended, upon the closing of the merger. The aggregate amount of such payments is approximately \$1,282,000. Such payments have been included in the calculation of the estimated net cash amount as of the date of this joint proxy statement/prospectus and will be included in the calculation of the net cash (as defined in the merger agreement) of H Power at the effective time of the merger. H Power's board of directors was aware of these interests and considered them, among other matters, when it approved the merger agreement and the merger.

Voting Agreements (See page 99)

Two executive officers and an affiliate of H Power who collectively held an aggregate of approximately 10.7% of H Power's total outstanding shares of common stock as of February 10, 2003 have agreed to vote their shares of H Power common stock in favor of the merger agreement and the merger.

Structure and Effects of the Merger (See page 79)

At the completion of the merger, Monmouth will merge with and into H Power and H Power will survive the merger as a wholly-owned subsidiary of Plug Power.

As a result of the merger, each outstanding share of H Power common stock will be converted into the right to receive a specific number of shares of Plug Power common stock. The per share exchange ratio for H Power common stock will be determined based on, among other things, (1) the number of shares of H Power common stock outstanding immediately prior to the effective time of the merger; (2) the average Plug Power common stock price, which is calculated based on the daily volume weighted average price of shares of Plug Power common stock for 10 randomly selected trading days in the 20 trading day period ending on the second trading day prior to the effective time of the merger and (3) the transaction value price, which is determined based on, among other factors, H Power's net cash (as defined in the merger agreement) at the effective time of the merger. The manner in which this exchange ratio will be calculated is described in this joint proxy statement/prospectus. The closing sale price of Plug Power common stock on February 11, 2003, the trading day prior to the date of printing of this joint proxy statement/prospectus, was \$ 5.13 per share. Also, as of that date, there were 10,776,548 shares of H Power common stock outstanding. Accordingly, substituting the closing sale price of the Plug Power common stock on February 11, 2003, adjusted to \$5.29 per share as a result of the collar, for the average Plug Power common stock price, and assuming the transaction value price is \$48,000,000 (based on the estimated value of H Power's net cash of \$34,000,000 as of February 11 2003), there would result a hypothetical exchange ratio of approximately .84. This exchange ratio is an estimate, however, and may change at the completion of the merger as a result of the factors described above. H Power stockholders will also receive cash, without interest, rather than a fractional share of Plug Power common stock that each otherwise would be entitled to receive in the merger.

At the completion of the merger, holders of shares of H Power common stock will hold shares of Plug Power common stock. As a result, the rights of these holders following the merger will be governed by Plug Power's certificate of incorporation and bylaws, rather than H Power's

certificate of incorporation and bylaws, as further described in this joint proxy statement/prospectus.

Table of Contents

Completion and Effectiveness of the Merger (See page 79)

Plug Power and H Power expect to complete the merger when all of the conditions to completion of the merger contained in the merger agreement have been satisfied or waived.

Plug Power and H Power are working toward satisfying these conditions and completing the merger as soon as practicable. Plug Power and H Power currently plan to complete the merger in the first quarter of 2003 following the respective special meetings of Plug Power stockholders and H Power stockholders, assuming the H Power stockholders approve the merger and the merger agreement, the Plug Power stockholders approve the issuance of shares of Plug Power common stock pursuant to the merger agreement and the other merger conditions are satisfied. However, because the merger is subject to specified conditions, some of which are beyond Plug Power's and H Power's control, the exact timing cannot be predicted.

Assuming that the H Power stockholders approve the merger and the merger agreement, the Plug Power stockholders approve the issuance of shares of Plug Power common stock pursuant to the merger agreement and the other conditions to completion of the merger have been satisfied or waived, the merger will become effective upon the filing of a certificate of merger with the Secretary of State of the State of Delaware. Plug Power and H Power expect to file the certificate of merger shortly following the special meeting of H Power stockholders at which the merger agreement and the merger will be presented and voted upon and the special meeting of Plug Power stockholders at which the issuance of shares of Plug Power common stock in the merger will be presented and voted upon.

H Power Prohibited from Soliciting Other Offers (See page 88)

H Power has agreed that, while the merger is pending, it will not solicit, initiate or encourage, or, except with respect to an unsolicited superior proposal (as defined in the merger agreement), engage in discussions with any third parties regarding, certain types of extraordinary transactions, such as a tender offer, merger, consolidation or similar transaction involving H Power.

Conditions to Completion of the Merger (See page 93)

Plug Power's and H Power's obligations to complete the merger are subject to specified conditions described under The Merger and Related Transactions The Merger Agreement Conditions to Completion of the Merger.

Termination of the Merger Agreement and Payment of Termination Fee (See page 94)

Plug Power and H Power may terminate the merger agreement by mutual agreement and under other circumstances specified in the merger agreement. Plug Power and H Power have agreed that if the merger agreement is terminated under certain circumstances described under The Merger and Related Transactions The Merger Agreement Payment of Termination Fees and Expenses, H Power will pay Plug Power a

termination fee of \$2,000,000.

Plug Power and H Power have also agreed that if the merger agreement is terminated under certain circumstances, H Power or Plug Power, as applicable, will reimburse the other party for its out-of-pocket expenses.

Material United States Federal Income Tax Consequences of the Merger (See page 100)

For federal income tax purposes, the transaction is intended to be tax-free to H Power stockholders who receive shares of common stock of Plug Power in the merger (except with respect to cash received in lieu of

Table of Contents

fractional shares), although it is unclear as to whether the merger will qualify as a tax-free reorganization. No gain or loss will be recognized by Plug Power or its stockholders as a result of the merger.

This tax treatment may not apply to all H Power stockholders. Determining the actual tax consequences of the merger to you can be complicated. You should consult your own tax advisor for a full understanding of the tax consequences that are particular to you.

Accounting Treatment of the Merger (See page 103)

Plug Power will account for the merger using the purchase method of accounting and Plug Power will be considered the acquiror of H Power for accounting purposes. This method assumes that for financial reporting purposes, Plug Power will treat both companies as one company beginning as of the date of the merger. In addition, under this method, Plug Power will record the fair value of H Power's net assets on its consolidated financial statements, with the remaining purchase price in excess of fair value of H Power's net assets, if any, recorded as other intangibles.

Regulatory Approvals Required to Complete the Merger (See page 103)

Plug Power and H Power are subject to the requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 with respect to the merger, which prevents specified transactions from being completed until required information and materials are furnished to the Antitrust Division of the Department of Justice and the Federal Trade Commission and specified waiting periods are terminated or expire. The Federal Trade Commission has granted early termination of the waiting period under the Hart-Scott-Rodino Act with respect to the merger, effective as of November 16, 2002. Neither Plug Power nor H Power is aware of any other material governmental or regulatory approval required for completion of the merger, other than compliance with applicable corporate law of the State of Delaware and federal and state securities laws.

Appraisal Rights (See page 105)

No appraisal rights are available to stockholders of Plug Power or H Power under applicable law in connection with the merger.

Restrictions on the Ability to Sell Plug Power Common Stock Received in the Merger (See page 104)

All shares of Plug Power common stock that you receive in the merger will be freely transferable unless you are deemed to be an affiliate of H Power prior to the completion of the merger or an affiliate of Plug Power after the completion of the merger or your shares are subject to other contractual restrictions. Shares of Plug Power common stock received by persons deemed to be affiliates in the merger may only be sold in compliance with Rule 145 under the Securities Act or as otherwise permitted under the Securities Act.

Listing of Plug Power Common Stock (See page 165)

The shares of Plug Power common stock issued in connection with the merger will be listed on the Nasdaq National Market under the symbol PLUG.

Table of Contents**PLUG POWER SUMMARY SELECTED CONSOLIDATED FINANCIAL DATA**

The following summary selected consolidated statement of operations data for each of the three fiscal years ended December 31, 1999, 2000 and 2001 and the summary selected consolidated balance sheet data as of December 31, 2000 and 2001 set forth below, are derived from the historical audited consolidated financial statements included in Plug Power's Annual Report on Form 10-K/A for the year ended December 31, 2001. The summary selected consolidated statement of operations data for the period June 27, 1997 to December 31, 1997 and the year ended December 31, 1998 and the summary selected consolidated balance sheet data as of December 31, 1997, 1998 and 1999 are derived from Plug Power's historical audited consolidated financial statements.

Plug Power derived the summary selected consolidated balance sheet and statement of operations data as of and for the nine month periods ended September 30, 2001 and 2002 from its unaudited condensed consolidated financial statements. These statements include, in the opinion of management, all normal and recurring adjustments that are necessary for a fair statement of results in accordance with generally accepted accounting principles. The operating results for the nine months ended September 30, 2002 are not necessarily indicative of the results that may be expected for the year ending December 31, 2002. When you read the following summary historical data, it is important that you read it along with the historical consolidated financial statements and related notes in Plug Power's Annual Report on Form 10-K/A for the year ended December 31, 2001, Plug Power's quarterly reports on Form 10-Q filed with the Securities and Exchange Commission and incorporated by reference into this joint proxy statement/prospectus and other Plug Power documents to which we refer. See "Where You Can Find Additional Information" on page 166.

	Years Ended December 31,					Nine Months Ended September 30,	
	1997*	1998	1999	2000	2001	2001	2002
	(in thousands, except per share data)					(unaudited)	
Consolidated Statement of Operations:							
Product and service revenue	\$	\$	\$	\$	\$	\$	\$
Contract revenue	1,194	6,541	11,000	8,378	3,168	2,800	1,060
Total revenue	1,194	6,541	11,000	8,378	5,742	3,237	8,441
Cost of contract revenue	1,226	8,864	15,498	13,055	11,291	6,579	7,726
In-process research and development	4,043			4,984			
Research and development expense:							
Noncash stock-based compensation				248	1,301	375	520
Other research and development	1,301	4,633	20,506	65,657	59,299	46,690	29,406
General and administrative expense:							
Noncash stock-based compensation		212	3,228	7,595	502	311	415
Other general and administrative	630	2,541	6,699				