

FUELCELL ENERGY INC  
Form 8-K  
November 12, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**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 12, 2004

FUELCELL ENERGY, INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	1-14204 (Commission File Number)	06-0853042 (IRS Employer Identification No.)
3 Great Pasture Road, Danbury, Connecticut (Address of Principal Executive Offices)		06813 (Zip Code)

Registrant's telephone number, including area code: (203) 825-6000

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))



**Item 9.01. Financial Statements and Exhibits.**

(c)Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated November 12, 2004, regarding certain material terms of the private offering by FuelCell Energy, Inc. of Series B cumulative convertible perpetual preferred stock

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**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.

FUELCELL ENERGY, INC.

Date: November 12, 2004

By:

/s/ Joseph G. Mahler

Joseph G. Mahler

Senior Vice President, Chief

Financial Officer, Corporate Secretary and

Treasurer

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**EXHIBIT INDEX**

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