

PROTON ENERGY SYSTEMS INC  
Form S-8 POS  
December 10, 2003

As filed with the Securities and Exchange Commission on December 10, 2003

Registration No. 333-46972

---

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D. C. 20549

---

**Post-Effective Amendment No. 1 to  
FORM S-8  
REGISTRATION STATEMENT**

*Under*

*THE SECURITIES ACT OF 1933*

---

**PROTON ENERGY SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

---

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

**06-1461988**  
(I.R.S. Employer  
Identification Number)

**10 Technology Drive  
Wallingford, Connecticut 06492**

**(203) 678-2000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

---

**1996 STOCK OPTION PLAN**

**2000 STOCK INCENTIVE PLAN**

**2000 EMPLOYEE STOCK PURCHASE PLAN**

**(Full title of the Plans)**

---

**Walter W. Schroeder**

**Chief Executive Officer**

**PROTON ENERGY SYSTEMS, INC.**

**10 Technology Drive**

**Wallingford, Connecticut 06492**

**(203) 678-2000**

**(Name and address, including zip code, and telephone number, including area code, of Agent for Service)**

---

*Copy to:*

**William F. Winslow**

**Hale and Dorr LLP**

**The Willard Office Building**

**1455 Pennsylvania Avenue, N.W.**

**Washington, DC 20004**

---

**DEREGISTRATION OF COMMON STOCK**

On September 29, 2000, Proton Energy Systems, Inc. (the Company) filed a Registration Statement on Form S-8, Registration No. 333-46972 (the Registration Statement), for the sale of 7,901,689 shares of Common Stock, par value \$.01 (the Common Stock), of the Company under the Company's 1996 Stock Option Plan, 2000 Stock Incentive Plan and 2000 Employee Stock Purchase Plan (collectively, the Plans).

On December 10, 2003, pursuant to the Agreement and Plan of Contribution and Merger, dated as of May 22, 2003, as amended, by and among the Company, Distributed Energy Systems Corp. (Distributed Energy), PES-1 Merger Sub, Inc. and PES-2 Merger Sub, Inc., wholly-owned subsidiaries of Distributed Energy, and Northern Power Systems, Inc. (Northern), PES-1 Merger Sub, Inc. merged with and into Northern and PES-2 Merger Sub, Inc. merged with and into the Company, with Northern and the Company surviving as wholly-owned subsidiaries of Distributed Energy (the Mergers). Upon consummation of the Mergers, the Plans were assumed by Distributed Energy, and options outstanding under such plans became options to purchase shares of Distributed Energy common stock.

This Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister all of the unsold shares of Common Stock formerly issuable under the Plans and registered under the Registration Statement, constituting 6,989,576 shares.



Attorney-in-Fact