

Few Jason  
Form 4  
April 09, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Few Jason

(Last) (First) (Middle)

3 GREAT PASTURE ROAD

(Street)

DANBURY, CT 06810

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

FUELCELL ENERGY INC [FCEL]

3. Date of Earliest Transaction  
(Month/Day/Year)

04/04/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 04/04/2019                              |                                                             | M                                    |                                                                            | 18,350                                                                                                             | A                                                                    | <u>11</u> 18,350                                                  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                   | (A)                                                            | (D) | Date<br>Exercisable                                              | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Deferred<br>Common<br>Stock<br>Units                | (2)                                                                | 04/04/2019                              |                                                             | A                                    |                                                                                                     | 163,793                                                        |     | (2)                                                              | (2)                | Common<br>Stock | 163,7                      |
| Director<br>Restricted<br>Stock Unit                | (3)                                                                | 04/04/2019                              |                                                             | A                                    |                                                                                                     | 172,414                                                        |     | (4)                                                              | (4)                | Common<br>Stock | 172,4                      |
| Director<br>Restricted<br>Stock Unit                | (3)                                                                | 04/04/2019                              |                                                             | M                                    |                                                                                                     | 18,350                                                         |     | (5)                                                              | (5)                | Common<br>Stock | 18,3                       |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships                    |
|--------------------------------------------------------|----------------------------------|
|                                                        | Director 10% Owner Officer Other |
| Few Jason<br>3 GREAT PASTURE ROAD<br>DANBURY, CT 06810 | X                                |

## Signatures

/s/ Jacqueline Perez-Ares, as Power of Attorney 04/08/2019

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted Stock Units were converted into common stock on a one-for-one basis.
- (2) Common Stock Units issued to the reporting person pursuant to the FuelCell Energy, Inc. Directors Deferred Compensation Plan. In accordance with elections made by the reporting person under the Directors Deferred Compensation Plan, the shares of common stock underlying the Common Stock Units are payable to the reporting person, on a one-for-one basis (i.e., one share of common stock for each Common Stock Unit), on the date following the FuelCell Energy 2020 Annual Meeting of Stockholders.
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of common stock, or at the election of the Compensation Committee, the cash value thereof.
- (4) These restricted stock units (i) vest on the date of the regularly scheduled annual meeting of the stockholders of the Company to be held in 2020 and (ii) are to be settled in cash or in shares of FuelCell Energy common stock, at the discretion of the Compensation Committee.
- (5) On November 8, 2018, the reporting person was granted 18,350 restricted stock units, which vested on April 4, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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