FUELCELL ENERGY INC
Form DEFA14A
March 22, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

x Filed by the Registrant ¨ Filed by a Party other than the Registrant

Check the appropriate box:
¨ Preliminary Proxy Statement
¨ **Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))**
¨ Definitive Proxy Statement
x Definitive Additional Materials
¨ Soliciting Material Pursuant to ss.240.14a-12

FuelCell Energy, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):
x **No fee required.**
¨ **Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.**
(1) Title of each class of securities to which transaction applies:
(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ **Fee paid previously with preliminary materials.**

¨ **Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

March 22, 2019

Dear Stockholder:

We have previously sent you proxy material for the Annual Meeting of Stockholders of FuelCell Energy, Inc. taking place on April 4, 2019. **Your Board of Directors recommends that stockholders vote FOR all of the proposals on the agenda.**

Since approval of certain of the proposals requires the affirmative vote of a majority of the outstanding shares, **your vote is important**, no matter how many or how few shares you may own. **If you have not already done so, please vote TODAY--by telephone, *via* the Internet, or by signing, dating and returning the enclosed proxy card in the postage-paid envelope provided.**

Very truly yours,

Jennifer D. Arasimowicz

Senior Vice President, General Counsel and Corporate Secretary

REMEMBER:

You can vote your shares by telephone, or *via* the Internet.

Please follow the easy instructions on the enclosed proxy card.

If you have any questions, or need assistance in voting

your shares, please call our proxy solicitor:

INNISFREE M&A INCORPORATED

TOLL-FREE, at 1-888-750-5834.