

Edgar Filing: PLUG POWER INC - Form SC 13D/A

PLUG POWER INC  
Form SC 13D/A  
March 28, 2012

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_\_) \*

PLUG POWER INC

(Name of Issuer)

Common Stock, no par value  
(Title of Class of Securities)

72919P202  
(CUSIP Number)

Interinvest Corporation  
192 South Street, Suite 350  
Boston, MA 02111  
Attention: Stanley T. Schmidt  
Telephone: (617-723-7870)  
Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

March 23, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons.

Interinvest Corporation Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Massachusetts

Number of  
Shares

Beneficially

Owned by

Each

Reporting

Person

With:

- |  |           |
|--|-----------|
| 7. Sole Voting Power   | 0         |
| 8. Shared Voting Power   | 1,871,748 |
| 9. Sole Dispositive Power  | 0         |
| 10. Shared Dispositive Power   | 1,871,748 |
| 11. Aggregate Amount Beneficially Owned by Each Reporting Person                         | 1,871,748 |
| 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) |           |
| 13. Percent of Class Represented by Amount in Row (11)                                   | 5.23%     |
| 14. Type of Reporting Person (See Instructions)  | IA        |

1. Names of Reporting Persons.

Interinvest Consulting Corporation of Canada Limited

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to  
Items 2(d) or 2(e)

?

6. Citizenship or Place of Organization

Canada

Number of  
Shares

Beneficially

Owned by

Each

Reporting

Person

With:

7. Sole Voting Power 0

8. Shared Voting Power 7,800

9. Sole Dispositive Power 0

10. Shared Dispositive Power 7,800

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
7,800

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11) 0.02%

14. Type of Reporting Person (See Instructions) IA

1. Names of Reporting Persons.

Interinvest (Bermuda) Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

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- (a)
- (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Bermuda

Number of  
Shares

Beneficially

Owned by

Each

Reporting

Person

With:

7. Sole Voting Power 0

8. Shared Voting Power 289,000

9. Sole Dispositive Power 0

10. Shared Dispositive Power 289,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
289,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

?

13. Percent of Class Represented by Amount in Row (11) 0.81%

14. Type of Reporting Person (See Instructions) IA

1. Names of Reporting Persons.

Hans P. Black

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

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(b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Canada

Number of  
Shares

Beneficially

Owned by

Each

Reporting

Person

With:

7. Sole Voting Power 46,000

8. Shared Voting Power 2,168,548

9. Sole Dispositive Power 46,000

10. Shared Dispositive Power 2,168,548

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,214,548

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

?

13. Percent of Class Represented by Amount in Row (11) 6.18%

14. Type of Reporting Person (See Instructions) IN

ITEM 1. SECURITY AND ISSUER

This statement relates to the Common Stock, no par value (the "Common Stock"), of Plug Power Inc. (the "Issuer") with principal executive offices located at 968 Albany Shaker Road, Latham, NY 12110.

ITEM 2. IDENTITY AND BACKGROUND

(a) The names of the persons filing this Schedule 13D are Interinvest Corporation Inc., a Massachusetts corporation; Interinvest (Bermuda) Ltd., a Bermuda corporation; Interinvest Consulting Corporation of Canada Limited, a Canadian corporation; and Hans P. Black, a citizen of

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Canada. The foregoing persons are hereinafter sometimes referred to collectively as the "Reporting Persons".

(b) The principal business address of Interinvest Corporation Inc. is 192 South Street, Suite 350, Boston, MA 02111. The principal business address of Interinvest (Bermuda) Ltd. is 77 Front Street, 3rd Floor, Hamilton HM 12. The principal business address of Interinvest Consulting Corporation of Canada Limited is 3655 rue Redpath, Montreal, QC H3G 2W8. The principal business address of Hans P. Black is 3655 rue Redpath, Montreal, QC H3G 2W8.

(c) The principal business of the Reporting Persons is the furnishing of investment advisory services. The principal occupation of Hans P. Black is serving as Chairman of Interinvest Consulting Corporation of Canada Limited.

(d) During the last five years, none of the foregoing entities have been convicted in a criminal proceeding.

(e) During the last five years, none of the foregoing entities have been subject to a civil proceeding of the type specified in Items 2(d) or (e) of Schedule 13D.

(f) Hans P. Black, a reporting person, is a citizen of Canada.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Since reporting in a SC 13D filing dated October 11, 2011, the Reporting Persons have acquired an additional net quantity of 621,860 shares of Common Stock of the Issuer for an aggregate purchase price of approximately \$913,070 or \$1.47/share. The effect of these purchases has been to increase the Reporting Persons' holdings of Common Stock of the Issuer from 4.32% to 6.18%. (On October 11, 2011, Interinvest had reported holdings of 7.03% of the outstanding shares. This amount dropped to 4.32% upon the Issuer's offering of 13,000,000 shares announced on March 23, 2012.) The source of funds for such transactions was derived from investment advisory client accounts and personal funds of Dr. Hans Black.

### ITEM 4. PURPOSE OF TRANSACTION

The Reporting Persons acquired the Common Stock of the Issuer for investment purposes. The Reporting Persons have had, and from time to time may continue to have discussions with management, other shareholders, and third parties regarding matters relating to the financial condition, strategy, business, assets, operations, capital structure and strategic plans of the Issuer.

The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors, including the Issuer's financial position and strategic direction, the outcome of the discussions referenced above, actions taken by the Board of Directors of the Issuer, price levels of the securities of the Issuer, other investment opportunities available to the Reporting Persons, conditions in the capital markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investments in the Issuer as they deem appropriate, including purchasing additional securities of the Issuer, selling some or all of the Reporting Persons' respective holdings in the Issuer and/or otherwise changing their intention with respect to any and all matters referred to in Item 4 of Schedule 13D.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

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(a) The Reporting Persons beneficially own 2,214,548 shares of Common Stock representing 6.18% of all of the outstanding shares of 35,818,000 shares of Common Stock outstanding as of March 2011, as reported by the Issuer upon the announcement of its underwriting of 13,000,000 shares on March 23, 2012. Of the 2,168,548 shares purchased by the Reporting Persons on behalf of their clients: Interinvest Corporation Inc. purchased 1,871,748 shares or 5.23% of Issuer's outstanding shares; Interinvest Consulting Corporation of Canada Limited purchased 7,800 shares for a total of 0.02% of the Issuer's outstanding shares; and Interinvest (Bermuda) Ltd. purchased 289,000 shares for clients for a total of 0.81% of the Issuer's outstanding shares. Hans P. Black purchased 40,000 shares or 0.11% of the Issuer's outstanding shares for his own account and 6,000 shares or 0.02% for a related account under his control.

(b) The Reporting Persons may be deemed to have the shared power to vote or to direct the vote of (and the shared power to dispose of or direct the disposition of) the 2,214,548 shares of Common Stock held. This power is shared with the Reporting Persons' investment advisory clients where applicable. Hans P. Black, by virtue of his relationship to each of Interinvest Corporation Inc., Interinvest Consulting Corporation of Canada Limited, and Interinvest (Bermuda) Ltd. may be deemed to indirectly beneficially own 2,214,548 shares of Common Stock. Hans P. Black disclaims beneficial ownership of such Common Stock for all other purposes.

(c) The following describes all the transactions in Common Stock that were effected during the past sixty days by the Reporting Persons.

Transaction Date	Number of Shares	Cost	Price/Share	Type of Transaction
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Interinvest Corporation Inc.

1/24/12	5,970	\$12,052	\$2.02	Buy
2/10/12	-20,000	\$45,527	\$2.27	Sell
2/13/12	-11,000	\$24,423	\$2.22	Sell
3/9/12	7,500	\$13,988	\$1.87	Buy
3/12/12	30,000	\$54,186	\$1.81	Buy
3/21/12	50,000	\$83,750	\$1.68	Buy
3/23/12	450,000	\$604,485	\$1.34	Buy
3/26/12	23,500	\$33,366	\$1.42	Buy

Interinvest (Bermuda) Ltd.

3/12/12	2,000	\$ 3,612	\$1.81	Buy
3/21/12	20,000	\$32,738	\$1.64	Buy

Interinvest Consulting Corporation of Canada Limited  
None

Dr. Hans P. Black  
None

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(d) The investment advisory clients of Interinvest Corporation Inc., Interinvest Consulting Corporation of Canada Limited, and Interinvest (Bermuda) Ltd. have the sole right to receive and the sole power to direct the receipt of dividends from, and the proceeds of sale of, any of the Securities beneficially owned by such Reporting Persons on behalf of such clients. No such client has an interest that relates to more than 5% of the Common Stock.

(e) Not applicable

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

None of the shares of Common Stock held by the Reporting Persons have been pledged or are otherwise subject to a contingency the occurrence of which would give a third party voting power or investment power over the Common Stock.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 99.1 Joint Filing Agreement, dated as of December 12, 2008 among Interinvest Corporation Inc., Interinvest Consulting Corporation of Canada Limited, Interinvest (Bermuda) Ltd., and Hans P. Black

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 28, 2012

Interinvest Corporation Inc.

By: /s/ Stanley T. Schmidt  
Stanley T. Schmidt  
President, Interinvest Corporation Inc.

Interinvest Corporation of Canada Limited  
By: /s/ Hans P. Black  
Hans P. Black  
Chairman

Interinvest (Bermuda) Limited  
By: /s/ Hans P. Black  
Hans P. Black  
Director

By: /s/ Hans P. Black



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Hans P. Black

EXHIBIT 99.1

JOINT FILING AGREEMENT

In accordance with the Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, each of the undersigned hereby agrees to the joint filing, along with all other such undersigned, on behalf of the Reporting Persons (as defined in the joint filing), of a statement on Schedule D (including amendments thereto) with respect to the common stock of the Issuer (as defined in the attached Schedule 13D), and agrees that this agreement be included as an exhibit to such joint filing. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement as of this 12th day of December, 2008.

Interinvest Corporation, Inc.

By: /s/ Stanley T. Schmidt  
Stanley T. Schmidt  
President

Interinvest Corporation of Canada Limited

By: /s/ Hans P. Black  
Hans P. Black  
Chairman

Interinvest (Bermuda) Limited

By: /s/ Hans P. Black  
Hans P. Black  
Director

By: /s/ Hans P. Black  
Hans P. Black

