

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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): August 14, 2019

IDEAL POWER INC.

(Exact name of registrant as specified in Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36216
(Commission File No.)

14-1999058
(IRS Employee Identification No.)

4120 Freidrich Lane, Suite 100
Austin, Texas, 78744
(Address of Principal Executive Offices)

512-264-1542
(Issuer Telephone number)

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 (see General Instruction A.2 below).

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock	IPWR	NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 3.03 MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 8.01 of this Current Report on Form 8-K is incorporated herein by reference.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

To the extent required by Item 5.03 of Form 8-K, the information contained in Item 8.01 of this Current Report on Form 8-K is incorporated herein by reference.

ITEM 8.01 OTHER EVENTS

On August 15, 2019, Ideal Power Inc. (the “Company”) filed a Certificate of Amendment to the Certificate of Incorporation of Ideal Power Inc. (the “Certificate of Amendment”) with the Secretary of State of Delaware to effect a one-for-10 (1:10) reverse stock split of all issued and outstanding shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”) effective as of 10:00 a.m. Eastern Time on August 19, 2019 (the “Reverse Stock Split”). The Reverse Stock Split is intended to bring the Company into compliance with the \$1.00 minimum bid price requirement for continued listing on the NASDAQ Capital Market, as required by Nasdaq Listing Rule 5550(a)(2).

As previously disclosed, at the Company’s Annual Meeting of Stockholders held on July 23, 2019 (the “Annual Meeting”), the Company’s stockholders approved of a proposal (the “Proposal”) authorizing an amendment to the Company’s Certificate of Incorporation, if necessary, to effect a reverse stock split of all issued and outstanding shares of the Common Stock at an exchange ratio ranging from one-for-twenty (1:20) to one-for-two (1:2), with such reverse stock split to be effected at an exchange ratio and at such a date and time, if at all, as determined by the Board of Directors of the Company (the “Board”) in its sole discretion. On July 23, 2019, following stockholder approval of the Proposal, the Board determined that it was in the best interest of the Company and its stockholders to effect the Reverse Stock Split and acted to set the reverse stock split ratio at one-for-10 (1:10).

As a result of the Reverse Stock Split, every ten (10) shares of issued and outstanding Common Stock will be combined into one (1) validly issued, fully paid and nonassessable share of Common Stock. The Reverse Stock Split will uniformly affect all issued and outstanding shares Common Stock and will not alter any stockholder’s percentage ownership interest in the Company, except to the extent that the Reverse Stock Split results in fractional interests. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders will be issued one whole share of Common Stock in exchange for any fractional interest that such stockholder would have otherwise received as a result of the Reverse Stock Split.

The Reverse Stock Split will reduce the number of shares of Common Stock issued and outstanding from 14,722,840 to 1,472,284 plus any shares to be issued in exchange for fractional interests. The number of shares of Common Stock issuable upon conversion of the outstanding shares of the Company’s preferred stock will be reduced from 810,000 shares to 81,000 shares. The number of authorized shares of Common Stock will not be changed by the Reverse Stock Split.

The Reverse Stock Split proportionately affects the number of shares of Common Stock available for issuance under the Company’s equity incentive plans. All options, warrants and stock awards of the Company outstanding immediately prior to the Reverse Stock Split will be adjusted in accordance with their terms.

The Company's transfer agent, Corporate Stock Transfer, Inc. ("CST") is acting as the exchange agent for the reverse stock split. Instructions regarding the exchange of stock certificates, as applicable, are being provided to stockholders of record by CST. Stockholders who hold their shares in brokerage accounts or "street name" are not required to take any action to effect the exchange of their shares.

The Common Stock is anticipated to begin trading on a split-adjusted basis on the NASDAQ Capital Market at the market open on August 20, 2019. The trading symbol for the Common Stock will remain "IPWR." Following the reverse stock split, the CUSIP for the Company's Common Stock will be 451622203.

The description of the Certificate of Amendment and the Reverse Stock Split is qualified in its entirety by reference to the text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On August 14, 2019, the Company issued a press release announcing the Reverse Stock Split. The full text of the Company's press release issued in connection with the foregoing matter is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

[Exhibit 3.1 Certificate of Amendment of the Certificate of Incorporation of Ideal Power Inc.](#)
[Exhibit 99.1 Press release issued August 14, 2019](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 20, 2019

IDEAL POWER INC.

By: /s/ Timothy Burns
Timothy Burns
Chief Financial Officer

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
IDEAL POWER INC.**

Pursuant to Section 242 of
the General Corporation Law of the
State of Delaware

IDEAL POWER INC., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “Corporation”), does hereby certify as follows:

FIRST: Upon the Effective Time (as defined below), Article FOUR of the Corporation’s Certificate of Incorporation, relating to the authorized capital stock of the Corporation, is hereby amended to read in its entirety as set forth below:

Article 4. Authorized Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is 60,000,000 to be divided into (a) 50,000,000 shares of Common Stock, par value \$.001 per share and (b) 10,000,000 shares of Preferred Stock, par value \$.001 per share.

The Board of Directors is hereby empowered to cause the Preferred Stock to be issued from time to time for such consideration as it may from time to time fix, and to cause such Preferred Stock to be issued in series with such voting powers and such designations, preferences and relative, participating, optional or other special rights as designated by the Board of Directors in the resolution providing for the issue of such series. Shares of Preferred Stock of any one series shall be identical in all respects.

Upon the filing and effectiveness (the “Effective Time”) pursuant to the General Corporation Law of the State of Delaware of this Certificate of Amendment to the Certificate of Incorporation of the Corporation, each ten (10) shares of the Corporation’s Common Stock, par value \$.001 per share, issued and outstanding immediately prior to the Effective Time shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below. No fractional shares shall be issued at the Effective Time and, in lieu thereof, the fractional interest held by each stockholder who, immediately prior to the Effective Time, owns a number of shares of Common Stock which is not evenly divisible by ten (10) shall be reclassified and changed into one (1) share of Common Stock, par value \$.001 per share.

SECOND: This Certificate of Amendment shall become effective as of August 19, 2019 at 10:00 a.m. Eastern Time.

THIRD: This Certificate of Amendment was duly adopted in accordance with Sections 222 and 242 of the General Corporation Law of the State of Delaware. The Board of Directors duly adopted resolutions setting forth and declaring advisable this Certificate of Amendment and directed that the proposed amendments be considered by the stockholders of the Corporation. The stockholders of the Corporation approved the proposed amendments by vote of the necessary number of shares and duly adopted this Certificate of Amendment at the Corporation’s annual meeting held on July 23, 2019.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed in its corporate name as of the 14th day of August, 2019.

IDEAL POWER INC.

By: /s/ Timothy Burns

Name: Timothy Burns

Title: Chief Financial Officer & Corporate Secretary



Ideal Power Announces Reverse Stock Split to Regain NASDAQ Compliance

AUSTIN, TX – August 14, 2019 -- Ideal Power Inc. (NASDAQ: IPWR), a semiconductor and power conversion technology company, will effect a one-for-ten reverse stock split of its outstanding common stock to regain compliance with the minimum \$1.00 bid price per share requirement of Nasdaq's Marketplace Rule 5550(a)(2).

The company's common stock will begin trading on the Nasdaq Capital Market on a split adjusted basis when the market opens on August 20, 2019 and will continue to trade under the symbol "IPWR." At the company's Annual Meeting of Stockholders held on July 23, 2019, the company's stockholders approved a proposal authorizing the company's Board of Directors to effect a reverse stock split in a range of 1:2 to 1:20 to help regain compliance with the Nasdaq minimum bid price requirement.

The reverse stock split uniformly affects all issued and outstanding shares of the company's common stock and will not alter any stockholder's percentage ownership interest in the company, except to the extent that the reverse stock split results in fractional interests. No fractional shares will be issued in connection with the reverse stock split. Stockholders will be issued one whole share of common stock in exchange for any fractional interest that such stockholder would have otherwise received as a result of the reverse stock split.

The par value of the company's common stock will remain unchanged at \$0.001 per share after the reverse stock split.

The reverse stock split will reduce the number of shares of common stock issued and outstanding from 14,722,840 to 1,472,284 plus any shares to be issued in exchange for fractional interests. The number of shares of common stock issuable upon conversion of the outstanding shares of the company's preferred stock will be reduced from 810,000 shares to 81,000 shares. The number of authorized shares of common stock will not be changed by the reverse stock split.

The reverse stock split proportionately affects the number of shares of common stock available for issuance under the company's equity incentive plans. All options, warrants and stock awards of the company outstanding immediately prior to the reverse stock split will be adjusted in accordance with their terms.

The company's transfer agent, Corporate Stock Transfer, Inc. is acting as the exchange agent for the reverse stock split. CST will provide instructions to stockholders of record regarding the exchange of stock certificates, as applicable. Stockholders who hold their shares in brokerage accounts or "street name" are not required to take any action to effect the exchange of their shares. Shareholders with questions may contact our transfer agent by calling 303-282-4800.

About Ideal Power Inc.

Ideal Power (NASDAQ: IPWR) is a semiconductor and power conversion technology company focused on its patented Bi-directional, Bi-polar Junction Transistor (B-TRAN™) semiconductor technology. B-TRAN is a unique double-sided bi-directional AC switch able to deliver substantial performance improvements over today's conventional power semiconductors. We believe B-TRAN modules will improve the efficiency and system economics of a wide variety of power converter applications including electrified vehicle traction drives, energy storage applications, photovoltaic (PV) inverters and wind converters, variable frequency (VFD) motor drives, and AC and DC power control applications. For more information, visit www.IdealPower.com.

Safe Harbor Statement

All statements in this release that are not based on historical fact are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and the provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. While management has based any forward-looking statements included in this release on its current expectations, the information on which such expectations were based may change. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of risks, uncertainties and other factors, many of which are outside of our control that could cause actual results to materially differ from such statements. Such risks, uncertainties, and other factors include, but are not limited to, the successful closing of the sale of our PCS business, the success of our B-TRAN technology, the success of our strategic shift and change in corporate focus, whether the patents for our technology provide adequate protection and whether we can be successful in maintaining, enforcing and defending our patents, our inability to predict with precision or certainty the pace of development and commercialization of our B-TRAN technology, whether we can continue as a going concern and uncertainties set forth in our quarterly and annual reports filed with the Securities and Exchange Commission. Furthermore, we operate in a highly competitive and rapidly changing environment where new and unanticipated risks may arise. Accordingly, investors should not place any reliance on forward-looking statements as a prediction of actual results. We disclaim any intention to, and undertake no obligation to, update or revise forward-looking statements.

Ideal Power Investor Relations Contact:

MZ North America

Chris Tyson

949-491-8235

IPWR@mzgroup.uswww.mzgroup.us
