
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **April 10, 2018**

IDEAL POWER INC.

(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-36216
(Commission File Number)

14-1999058
(I.R.S. Employer Identification
Number)

4120 Freidrich Lane, Suite 100
Austin, Texas 78744
(Address of principal executive offices, including zip code)

(512) 264-1542
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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:

- 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))

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

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 1.01 Entry into a Material Definitive Agreement.

The disclosure under Item 5.02 below with respect to the amendment and restatement of R. Daniel Brdar's employment agreement is incorporated by reference into this Item 1.01.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Reassignment of R. Daniel Brdar

On April 10, 2018, the Board of Directors (the "**Board**") of Ideal Power Inc. (the "**Company**") reassigned R. Daniel Brdar from his position as President and Chief Executive Officer of the Company to the position of BTRAN Chief Commercial Officer of the Company. Mr. Brdar remains a director of the Company. The Company and Mr. Brdar had previously entered into an Employment Agreement, dated January 8, 2014, and in connection with the reassignment, Mr. Brdar entered into a Revised and Restated Employment Agreement with the Company effective on April 16, 2018.

Mr. Brdar's initial base salary under his amended and restated employment agreement is \$330,500 per year. Mr. Brdar's target bonus will be up to 50% of his annual base salary. The bonus will be paid at the direction of the Compensation Committee of the Board based on Mr. Brdar's achievement of certain performance standards and goals established by the Compensation Committee of the Board in consultation with the Chief Executive Officer of the Company and Mr. Brdar. Additionally, subject to approval of the Compensation Committee of the Board, Mr. Brdar may be eligible to receive additional awards pursuant to the Company's 2013 Equity Incentive Plan.

Mr. Brdar's revised and restated employment agreement provides that if Mr. Brdar's employment is terminated by the Company without cause, he will receive a portion of his base salary to be determined based on the date of termination.

Appointment of Dr. Lon E. Bell as President and Chief Executive Officer

On April 10, 2018, the Board appointed Dr. Lon E. Bell as President and Chief Executive Officer of the Company. Dr. Bell also currently serves as Chairman of the Board.

Dr. Bell, 77, joined the Board in November 2012 and was named Interim Chairman of the Board on March 9, 2017. On June 5, 2017, Dr. Bell was elected as Chairman of the Board. He founded Amerigon Inc., now Gentherm (Nasdaq: THRM) in 1991. Dr. Bell served many roles at Amerigon, including Chief Technology Officer until December 2010, Director of Technology until 2000, Chairman and Chief Executive Officer until 1999, and President until 1997. Dr. Bell served as the Chief Executive Officer and President of BSST LLC, a subsidiary of Amerigon from September 2000 to December 2010. He served as a Director of Amerigon from 1991 to 2012. Previously, Dr. Bell co-founded Technar Incorporated, which developed and manufactured automotive components, and served as Technar's Chairman and President until selling majority ownership to TRW Inc. in 1986. Dr. Bell continued managing Technar, then known as TRW Technar, as its President until 1991. He co-founded Mahindra REVA Electric Vehicle Co Ltd. in 1994 and served on its Board of Directors until 2016. He currently serves on the Board of Directors of ClearSign Combustion Corporation (Nasdaq: CLIR), where he serves as Chair of the Compensation Committee and as Chairman of the Board of Directors, and CDTi (Nasdaq: CDTI), where he also serves as Chair of the Compensation and Nominating Committee and Chair of the Technology Committee. Since April 2014, he has been Chairman of the External Advisory Board at the California Institute of Technology Mechanical and Civil Engineering Department and has served as a board member since 2008. Between 2010 and 2014 he served as an Advisory Board member at Michigan State University and University of California, Santa Barbara Energy Frontiers Research Centers. Dr. Bell is a leading expert in the design and mass production of thermoelectric products. He has authored more than 30 publications in the areas of thermodynamics of thermoelectric systems, automotive crash sensors, and other electronic and electromechanical devices. Five of his inventions have gone into mass production. Dr. Bell received a BSc. in Mathematics, a MSc. in Rocket Propulsion, and a Ph.D. in Mechanical Engineering from the California Institute of Technology.

The Company and Dr. Bell are working on a compensation agreement to be disclosed once finalized.

There are no arrangements or understandings between Dr. Bell and any other persons pursuant to which he was appointed as an executive officer of the Company. There are no transactions between the Company and Dr. Bell that would require disclosure under Item 404(a) of Regulation S-K. No family relationship exists between Dr. Bell and any other director or executive officer of the Company.

Appointment of Ted Lesster as Director

On April 10, 2018, the Board appointed Ted Lesster to serve as a member of the Board and a member of the Audit Committee, Nominating and Corporate Governance Committee, and Compensation Committee of the Board.

There are no family relationships between Mr. Lesster and any director or executive officer of the Company, and Mr. Lesster has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Lesster will receive cash compensation of \$30,000 and an option to purchase shares of Company common stock having a grant date fair value of \$22,500, which will vest in equal quarterly installments beginning on June 30, 2018, for his service during the second through fourth quarters of the Company's fiscal year 2018. For each year of service after the fourth quarter of 2018, Mr. Lesster will receive \$40,000 in cash compensation as well as options to purchase shares of Company common stock having a grant date fair value of \$30,000, which will vest in equal quarterly installments over the one-year period following the date of grant, subject to continued service to the Company.

Item 9.01 Financial Statements and Exhibits.

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|--|
| <u>99.1</u> | <u>Press release issued April 16, 2018</u> |

SIGNATURES

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

IDEAL POWER INC.

Date: April 16, 2018

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

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|---|
| <u>99.1</u> | Press release issued April 16, 2018 |



Ideal Power Announces Executive Management Team Changes and Corporate Restructuring to Support Recent Progress with PPSA™ and B-TRAN™ Technologies

Introduces Two Separate Operating Divisions Under Parent Company: Power Conversion Systems & B-TRAN™

AUSTIN, TX – April 16, 2018 – Ideal Power Inc., (NASDAQ: IPWR), an innovative power conversion technology company, has announced new executive management team changes as part of a strategic restructuring to support operational progress with the company's two primary technologies.

Effective today, Ideal Power has realigned into two separate operating divisions: Power Conversion Systems to focus on its Power Packet Switching Architecture (PPSA™) and B-TRAN to develop its Bi-directional bi-polar junction TRANSistor (B-TRAN™) solid state switch technology. In conjunction with the corporate restructuring, the following executive management changes were made:

- Chairman of the Board, Dr. Lon E Bell appointed Chief Executive Officer and President of Ideal Power
 - Former Chief Executive Officer Dan Brdar appointed Chief Commercial Officer of B-TRAN division
 - Chief Financial Officer Tim Burns will manage Power Conversion Systems business development, purchasing and customer support functions in addition to his continued role as Chief Financial Officer.
 - Vice President of Engineering Uwe Uhmeyer will manage Power Conversion Systems R&D activities
 - Power electronics thought leader Dr. Ted Lester appointed to the company's board of directors.
-



“Our progress with PPSA commercialization and B-TRAN development during the last two quarters now warrants an organizational restructuring within the company as a whole,” said Ideal Power Chairman and newly appointed CEO and President Dr. Lon Bell. “By separating leadership of the two divisions, we will increase our optionality for strategic partners while providing focused management for our two critical corporate assets.

“Each of our proprietary technologies addresses a large but distinct business opportunity and requires a specific strategy, organizational structure, investment business case and operational infrastructure to accelerate development and commercialization. With B-TRAN making significant progress and PPSA orders ramping again, the company and board have decided to add expertise at the board level, reorganize our resources and develop separate strategies for optimal success with each technology. The company and board of directors thank Dan for his leadership during the past five years and look forward to supporting him in his new role with our B-TRAN division,” concluded Bell.

“I am excited and energized to be the commercial lead for the new B-TRAN division,” said former Ideal Power CEO and newly appointed B-TRAN Chief Commercial Officer Dan Brdar. “Separating B-TRAN into its own division will accelerate maturation of our technology and the development of the B-TRAN prototype engineering samples for customer evaluation,” concluded Brdar.

“I look forward to jointly collaborating with Uwe Uhmeyer and together overseeing the PPSA division,” said Ideal Power Chief Financial Officer Tim Burns. “It is encouraging to see orders accelerating for our power conversion systems with both new and existing PPSA customers. Furthermore, the recent growth in our order backlog and sales pipeline is an encouraging sign,” concluded Burns.

About Ideal Power Inc.

Ideal Power (NASDAQ: IPWR) is a power conversion technology company that delivers innovative solutions to system integrators and project developers enabling distributed energy resources for applications both on and off the grid. Ideal Power’s products deliver reliability and compelling return on investment for renewable energy and storage applications at a competitive cost, backed by first-rate customer service. With its patented power conversion technology, Ideal Power supports a broad set of growing markets, including solar + storage, battery energy storage and microgrids.



Ideal Power's patented Bi-directional Bi-polar Junction Transistor (B-TRAN) semiconductor technology is a unique double-sided bi-directional AC switch expected to deliver substantial performance improvements over today's conventional power semiconductors. B-TRAN's offer the potential to improve 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, whether the expected benefits from our corporate restructuring will materialize, whether the recent growth in our order backlog and sales pipeline will continue in future quarters, whether the patents for our technology provide adequate protection and whether we can be successful in maintaining, enforcing and defending our patents, whether a demand for energy storage products will grow, whether demand for our products, which we believe are disruptive, will develop and whether we can compete successfully with other manufacturers and suppliers of energy conversion products, both now and in the future, as new products are developed and marketed. 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
www.mzgroup.us
Chris Tyson
IPWR@mzgroup.us
1.949.491.8235
