
**UNITED STATES
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): February 8, 2018

ALPHA-EN CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-12885
(Commission
File Number)

95-4622429
(IRS Employer
Identification No.)

120 White Plains Road, Suite 425, Tarrytown, New York 10591
(Address of Principal Executive Offices)

(914) 418-2000
(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 (*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))

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 1.01 Entry into a Material Definitive Agreement.

On February 8, 2018 alpha-En Corporation (the “Company”) entered into a preferred stock purchase agreement (“Stock Purchase Agreement”) with several accredited and institutional investors, pursuant to which the Company agreed to issue and sell in a private placement up to 2,100 shares of Series A Preferred Stock, par value \$0.01 per share (“Series A Preferred”), as well as warrants to purchase the Company’s common stock, par value \$0.01 per share (“Common Stock”), at a purchase price of \$1,000 per share, for total gross proceeds of up to \$2.1 million.

Terms of the Series A Preferred

The rights, preferences, privileges and limitations of the Series A Preferred are set forth in an amended and restated certificate of incorporation filed by the Company with the Secretary of State of the State of Delaware on February 8, 2018 (the “Restated Certificate”).

The Series A Preferred ranks senior to the Company’s common stock with respect to dividend rights and rights upon liquidation, winding-up or dissolution and will rank pari passu to all future preferred stock of the Company.

The Series A Preferred is entitled to accrue cumulative dividends at a rate equal to 10.0% simple interest per annum on the original issue price of \$1,000 per share (the “Original Issue Price”). Accrued dividends will be payable quarterly based on a 365-day year and may be paid in cash or in additional shares of Series A Preferred.

Each share of Series A Preferred is convertible into 572 shares of Common Stock, subject to customary increases or decreases for stock splits, stock dividends recapitalizations and the like, and may be converted to Common Stock at any time after issuance at the option of a holder.

Unless otherwise required by applicable law, holders of the Series A Preferred will vote together with holders of Common Stock and not as a separate class and each share of Series A Preferred will have a number of votes equal to the number of shares of Common Stock then issuable upon conversion of the Series A Preferred.

Upon any liquidation, dissolution or winding up of the Company, liquidation of the Company’s assets will be made in the following order of priority: (a) first, payment or provision for payment of debts and other liabilities; (b) second, payment to the holders of Series A Preferred an amount with respect to each share of Series A Preferred equal to the Original Issue Price, plus any accrued but unpaid Dividends thereon; and (c) third, payment to the holders of Common Stock.

After the one year anniversary of the issuance date of the Series A Preferred, the Company will have the right to redeem all or a portion of the Series A Preferred at a price per share equal to the Original Issue Price plus any accrued but unpaid dividends.

Terms of the Common Stock Warrant

Each investor purchasing Series A Preferred pursuant to the Stock Purchase Agreement also received a warrant to purchase Common Stock (the “Common Stock Warrant”). For each share of Series A Preferred purchased the investors received a warrant to purchase 500 shares of Common Stock. The Warrants have an exercise price of \$2.00 per share, are immediately exercisable and will expire five years from the date of issuance.

The above descriptions of the Stock Purchase Agreement, Common Stock Warrant and Restated Certificate are qualified in their entirety by reference to Exhibits 3.1., 10.1 and 10.2 attached hereto, respectively.

Item 3.02 Unregistered Sale of Equity Securities.

The information contained above in Item 1.01 is hereby incorporated by reference into this Item 3.02. The shares of Series A Preferred and the shares of common stock issuable upon exercise of the Common Stock Warrants and upon conversion of the Series A Preferred have been offered and sold by the Company pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), provided by Section 4(a)(2) thereunder. Each of the Investors provided a written representation to the Company that they qualify as an “accredited investor” as that term is defined in Rule 501 under the Securities Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws.

On February 8, 2018 the Company filed with the Secretary of State of the State of Delaware the Restated Certificate attached hereto as Exhibit 3.1 and incorporated herein by reference. The Restated Certificate increased the authorized number of shares of the Series A Preferred from 2,000 to 5,000. No other changes were made to the Company’s

Item 8.01 Other Events

On February 8, 2018 the Company issued a press release announcing the closing of its sale of Series A Preferred stock. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 3.1 Amended and Restated Certificate of Incorporation
 - 10.1 Securities Purchase Agreement
 - 10.2 Form of Common stock Warrant
 - 99.1 Press Release, dated February 8, 2018
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SIGNATURE

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

ALPHA-EN CORPORATION
(Registrant)

Date: February 8, 2018

By: /s/ Jerome I. Feldman

Name: Jerome I. Feldman

Title: Executive Chairman and Treasurer
