

POWER EFFICIENCY CORP  
Form 10-K/A  
October 06, 2010

Securities and Exchange Commission  
Washington, D.C. 20549

AMENDMENT NO. 2  
on  
FORM 10-K/A

- Annual report under Section 13 or 15(d)  
of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2009

- Transition report under Section 13 or 15(d)  
of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-31805

Power Efficiency Corporation  
(Exact name of registrant as specified in its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

22-3337365  
(I.R.S. Employer Identification No.)

839 Pilot Road, Suite A  
Las Vegas, NV  
(Address of Principal Executive Offices)

89119  
(Zip Code)

(702) 697-0377  
(Issuer's Telephone Number, Including Area Code)

Securities Registered under Section 12(g) of the Exchange Act:

Common Stock, \$.001 Par Value  
(Title of Class)

Check whether the Company: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-K contained in this form, and no disclosure will be contained, to the best of Company's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 and Regulations S-T (§ 232.405

Edgar Filing: POWER EFFICIENCY CORP - Form 10-K/A

of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer and large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the Company is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2009, the aggregate market value of the common stock held by non-affiliates of the issuer was \$4,952,150. This amount is based on the closing price of \$0.15 per share for the Company's common stock as of such date.

On March 31, 2010 there were 44,825,883 shares of the Company's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

In this report, references to "we", "us" or "our" collectively refer to Power Efficiency Corporation.

---

EXPLANATORY NOTE

Power Efficiency Corporation, (the “Company”) is filing this amendment No. 2 to its Annual Report for the period ending December 31, 2009 on Form 10-K in response to communications received from the Securities and Exchange Commission (the “Commission”). This amendment includes certifications, filed exhibits, to conform to the requirements of Item 601(b)(31) of Regulation S-K, dated as of the date of the filing of this amendment.

No other changes have been made to the Annual Report, as previously filed on March 31, 2010, and amended on October 1, 2010. This amendment does not reflect subsequent events occurring after the filing date of the original Annual Report or, unless otherwise noted herein, modify or update any disclosures made in the original Annual Report.

---