

Midwest Energy Emissions Corp.  
Form 8-K  
February 05, 2014

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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) January 30, 2014

MIDWEST ENERGY EMISSIONS CORP.  
(Exact name of registrant as specified in its charter)

Commission file number 000-33067

Delaware  
(State or other jurisdiction of incorporation)

87-0398271  
(I.R.S. Employer Identification No.)

500 West Wilson Bridge Road, Suite 140  
Worthington, Ohio  
(Address of principal executive offices)

43085  
(Zip Code)

Registrant's telephone number, including area code: (614) 505-6115

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

On January 30, 2014, the Board of Directors of Midwest Energy Emissions Corp. (the “Company”) granted nonqualified stock options to the following persons to acquire an aggregate of 1,140,000 shares of the Company’s common stock under the Company’s 2014 Equity Incentive Plan (the “Equity Plan”). The options granted are exercisable at \$1.20 per share, representing the fair market value of the common stock as of the date of grant as determined under the Equity Plan. The options are fully vested and exercisable as of the date of grant and will expire five years thereafter.

| Name of Optionee   | Total Number of Shares Subject to Options | Exercise Price Per Share | Expiration Date  |
|--|---|--------------------------|------------------|
| R. Alan Kelley, President and Chief Executive Officer        | 500,000                                   | \$ 1.20                  | January 30, 2019 |
| Johnny F. Norris, Jr., Chairman of the Board                 | 150,000                                   | \$ 1.20                  | January 30, 2019 |
| Marcus A. Sylvester, Vice President of Sales                 | 250,000                                   | \$ 1.20                  | January 30, 2019 |
| Richard H. Gross, Vice President and Chief Financial Officer | 100,000                                   | \$ 1.20                  | January 30, 2019 |
| Jay Rifkin, Director   | 105,000                                   | \$ 1.20                  | January 30, 2019 |
| Christopher Greenberg, Director                              | 35,000                                    | \$ 1.20                  | January 30, 2019 |

A copy of the form of the Option Award Agreement is attached as an exhibit to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

Exhibit  
Number Description

10.1\* Form of Option Award Agreement

\* Filed herewith.

SIGNATURES

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.

Midwest Energy Emissions Corp.

Date: February 5, 2014

By: /s/ Richard H. Gross  
Richard H. Gross  
Chief Financial Officer