

BALLARD POWER SYSTEMS INC

Form 6-K

November 10, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16

UNDER THE SECURITIES EXCHANGE ACT OF 1934

November, 2008

Commission File Number: 000-25270

Ballard Power Systems Inc.

(Translation of registrant's name into English)

Canada

(Jurisdiction of incorporation or organization)

9000 Glenlyon Parkway

Burnaby, BC

V5J 5J8

Canada

(Address of principal executive office)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F: Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

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, thereunto duly authorized.

Ballard Power Systems Inc.

Date: November 10, 2008

By: *“Glenn Kumoi”*

Name: Glenn Kumoi

Title: VP Human Resources & Chief Legal Officer

-2-

EXHIBIT INDEX

Exhibit No.	Description
99.1	Material Change Report Announcing Plan of Arrangement (including Arrangement Agreement)

FORM 51-102F3

Material Change Report

Item 1 **Name and Address of Company**
Ballard Power Systems Inc. ("**Ballard**")
9000 Glenlyon Parkway
Burnaby, BC V5J 5J8

Item 2 **Date of Material Change**
October 30, 2008

Item 3 **News Release**
The press release issued by Ballard Power Systems Inc. and attached as Schedule A to this Material Change Report was disseminated via Canadian and U.S. Disclosure Networks on October 30, 2008.

Item 4 **Summary of Material Change**
Ballard has entered into an Arrangement Agreement with Superior Plus Income Fund ("**Superior Plus**"), a copy of which is attached as Schedule "B". The Arrangement Agreement provides for the implementation of a Plan of Arrangement under which Ballard will, through a series of transactions, transfer its entire business and operations, including all assets and liabilities, to a new company ("Newco"), which will have the same assets, liabilities, directors, management and employees as Ballard has currently. Newco will also receive a cash payment of approximately C\$46.3 million from Superior Plus for allowing Superior Plus to use Ballard as the corporate vehicle through which Superior Plus will complete its conversion from an income trust to a corporation.

After completion of the Arrangement, Ballard's current shareholders will hold all of the outstanding shares of Newco and Newco will carry on the same business that Ballard carried on prior to the completion of the Arrangement. Former holders of stock options, restricted share units and deferred share units of Ballard will hold substantially the same rights in Newco.

Completion of the transaction is subject to customary closing conditions, including receipt of approval of Ballard's securityholders, Superior Plus' unitholders and the court, as well as receipt of all required regulatory approvals.

Item 5 Full Description of Material Change

Ballard has entered into an Arrangement Agreement with Superior Plus. The Arrangement Agreement provides for the implementation of a Plan of Arrangement under which the following will occur:

- (a) all outstanding restricted share units and deferred share units of Ballard will be cancelled for no consideration;
- (b) Superior Plus will advance approximately C\$46.3 million in cash to Ballard;
- (c) Ballard will transfer its entire business and operations, including all assets and liabilities and the cash payment received from Superior Plus, to Newco;
- (d) all outstanding Ballard shares will be exchanged for shares of Newco, all outstanding Ballard options will be exchanged for Newco options and Newco restricted share units and deferred share units will be granted to holders whose Ballard restricted share units and deferred share units were cancelled;
- (e) Ballard will acquire all of the assets of Superior Plus; and
- (f) Superior Plus will be wound-up and all of the outstanding Ballard shares will be distributed to the Superior Plus unitholders.

After completion of the transaction, expected to occur on or about December 31, 2008, Newco will conduct business operations as a public entity under the "Ballard Power Systems Inc." name. With the exception of the increase in cash reserves and shareholders' equity by approximately C\$41 million (representing the C\$46.3 million payment, less transaction expenses) and the loss of accumulated tax loss carryforwards, Newco is intended to be substantially identical to Ballard.

Completion of the transaction is subject to customary closing conditions, including Ballard securityholder approval; Superior Plus unitholder approval; approval of the court; approval under the Competition Act and the Canada Transportation Act; approval of the Toronto Stock Exchange (including substitutional listings for both Newco and Superior Plus); approval of NASDAQ (including a substitutional listing for Newco) and consent of specified contractual counterparties.

Under the terms of the Arrangement, Ballard and Superior Plus will not solicit competing transactions, and either Ballard or

Superior will be required to pay a termination fee of \$2 million to the other in certain circumstances if the transaction does not proceed.

Item 6 **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

Item 7 **Omitted Information**

Not applicable.

Item 8 **Executive Officer**

For further information, contact:

Glenn Kumoi, Vice President Human Resources, Chief Legal Officer and Corporate Secretary

Ballard Power Systems Inc.
9000 Glenlyon Parkway
Burnaby, BC V5J 5J8

Telephone: (604) 412-3106
Fax: (604) 453-3600

Item 9 **Date of Report**

November 6, 2008

Schedule "A"

Press Release

For Immediate Release – October 30, 2008

VANCOUVER, BRITISH COLUMBIA – Ballard Power Systems Inc. (TSX: BLD)(NASDAQ: BLDP) today announced it has entered into an agreement with Superior Plus Income Fund (TSX: SPF.UN)(www.superiorplus.com) to reorganize the Company's business, which will result in non-dilutive financing with net cash proceeds of approximately C\$41million (US\$34 million).

John Sheridan, Ballard's President and CEO stated, "This non-dilutive financing transaction further bolsters Ballard's already strong balance sheet, providing net cash proceeds of 41 million Canadian dollars to augment our cash reserves by more than 50%, compared to June 30, 2008. This is a very positive development for shareholders and will enable the company to execute its growth plan without any need for public market financing over the foreseeable future."

This transaction involves a corporate reorganization, to be completed under a Plan of Arrangement, under which Superior Plus will transfer approximately C\$46 million to Ballard. Ballard will subsequently transfer all of its assets and liabilities – including the proceeds from this transaction, but excluding the Company's tax basis – to a new wholly owned subsidiary company ("New Ballard"). On completion of the transaction, Ballard shareholders will have exchanged their Ballard shares on a one-for-one basis for shares of New Ballard.

New Ballard will carry on Ballard's business operations as a public entity and will retain all rights to related intellectual property as before the transaction. New Ballard's cash reserves and shareholders' equity will both increase by approximately C\$41 million. In addition, the reorganization allows New Ballard to step up the Canadian tax basis in its assets, which will be applied towards sheltering future taxable income.

As part of the Plan of Arrangement, Superior Plus, on completion of the transaction, will obtain 100% of the shares of the original Ballard entity. That entity will retain Ballard's existing tax basis. Superior Plus will have completed its conversion from an income

trust to a corporation.

Completion of the transaction is subject to receipt of court and other regulatory approvals and consents. It must also be approved by at least two-thirds of votes cast by both Ballard security holders and Superior Plus unitholders. Based on the recommendation of an independent committee of Ballard's Board of Directors, as well as a fairness opinion rendered by PricewaterhouseCoopers LLP, Ballard's Board of Directors unanimously recommends that Ballard security holders approve the transaction.

Page 1 of 2

Additional details regarding the transaction will be provided to Ballard security holders in an information circular to be mailed late-November. The information circular will also be available at www.ballard.com, www.sedar.com and www.sec.gov/edgar.shtml. A special meeting of security holders will be held on or about December 18, 2008 in Vancouver, British Columbia. The transaction is expected to close on or about December 31, 2008.

About Ballard Power Systems

Ballard Power Systems (TSX: BLD)(NASDAQ: BLDP) is recognized as a world leader in the design, development, manufacture and sale of clean energy fuel cell products. Ballard's mission is to accelerate fuel cell product adoption. To learn more about what Ballard is doing with Power to Change the World(R), visit www.ballard.com.

This release contains forward-looking statements that are based on the beliefs and assumptions of Ballard's management and reflect Ballard's current expectations as contemplated under section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such assumptions relate to our financial forecasts and expectations regarding our product development efforts, manufacturing capacity, and market demand. These statements involve risks and uncertainties that may cause our actual results to be materially different, including, without limitation, the rate of mass adoption of our products, product development delays, changing environmental regulations, our ability to attract and retain business partners and customers, our access to funding, increased competition, our ability to protect our intellectual property, changes in our customers' requirements, and our ability to provide the capital required for product development, operations and marketing. Readers should not place undue reliance on Ballard's forward-looking statements and Ballard assumes no obligation to update or release any revisions to these forward looking statements. For a detailed discussion of the risk factors that could affect Ballard's future performance, please refer to our most recent Annual Information Form.

-30-

For further information, or to arrange an interview with a Ballard spokesperson, please call:

Guy McAree

Ballard Power Systems
604-412-7919

guy.mcaree@ballard.com

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Page 2 of 2

Schedule "B"

Arrangement Agreement

ARRANGEMENT AGREEMENT

Between

SUPERIOR PLUS INCOME FUND

and

BALLARD POWER SYSTEMS INC.

October 30, 2008

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TABLE OF CONTENTS

		Page
Article 1	INTERPRETATION	1
1.1	Definitions	1
1.2	Interpretation Not Affected by Headings, etc	8
1.3	Number, etc	8
1.4	Date for Any Action	8
1.5	Entire Agreement	8
1.6	Currency	8
1.7	Accounting Matters	8
1.8	Disclosure in Writing	8
1.9	Interpretation Not Affected by Party Drafting	9
1.10	Trust Power and Authority	9
1.11	Exhibits	9
Article 2	THE ARRANGEMENT	9
2.1	Plan of Arrangement	9
2.2	Interim Order	9
2.3	Information Circulars and Meetings	10
2.4	Effective Date	11
2.5	United States Tax Considerations	11
Article 3	COVENANTS	12
3.1	Covenants of the Fund	12
3.2	Covenants of Ballard	13
3.3	Mutual Covenants Regarding the Arrangement	16
3.4	Mutual Covenants Regarding Non-Solicitation	17
3.5	Provision of Information; Access	19
Article 4	REPRESENTATIONS AND WARRANTIES	20
4.1	Representations and Warranties of the Fund	20
4.2	Representations and Warranties of Ballard	21
Article 5	CONDITIONS PRECEDENT	24
5.1	Mutual Conditions Precedent	24
5.2	Additional Conditions to Obligations of the Fund	25
5.3	Additional Conditions to Obligations of Ballard	27
5.4	Notice and Effect of Failure to Comply with Conditions	27
5.5	Satisfaction of Conditions	28
Article 6	AMENDMENT	28
6.1	Amendment	28
Article 7	TERMINATION	29
7.1	Termination	29
7.2	Termination Fee	29
7.3	Damages and Remedies	29
Article 8	Confidentiality	30
8.1	Confidentiality	30
Article 9	NOTICES	31
9.1	Notices	31
Article 10	GENERAL	32
10.1	Binding Effect	32

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10.2	Assignment	32
10.3	Disclosure	32
10.4	Costs	32
10.5	Severability	33
10.6	Further Assurances	33
10.7	Time of Essence	33
10.8	Governing Law	33
10.9	Waiver	33

10.10	Obligations	33
10.11	Counterparts	34