

MECHANICAL TECHNOLOGY INC  
Form 8-K  
August 26, 2008

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):**

**August 20, 2008**

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**MECHANICAL TECHNOLOGY, INCORPORATED**

**(Exact name of registrant as specified in charter)**

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(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**431 New Karner Road, Albany, New York 12205**

(Address of Principal Executive Offices) (Zip Code)

**(518) 533-2200**

(Registrant's telephone number, including area code)

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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 3.01 Notice of Delisting or Failure to Satisfy a Continuing Listing Rule or Standard; Transfer of Listing.**

On August 20, 2008, Mechanical Technology, Incorporated (the Company) received a Staff Deficiency Letter from The Nasdaq Stock Market (Nasdaq) stating that, based on the Company's Quarterly Report on Form 10-Q filed for the period ended June 30, 2008, Nasdaq determined that the Company is not in compliance with minimum stockholders' equity of \$10 million as required under The Nasdaq Marketplace Rule 4450(a)(3) necessary for continuing listing on the Nasdaq Global Market. A copy of the press release that includes this announcement is attached hereto as Exhibit 99.1 and incorporated herein by reference.

After evaluating the letter, the Company determined that at this time it was more advantageous to pursue a transfer to the Nasdaq Capital Market than attempting to maintain its listing on the Nasdaq Global Market.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 99.1               | Press release of Mechanical Technology, Incorporated issued on August 26, 2008. |

**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.

MECHANICAL TECHNOLOGY, INCORPORATED

Date: August 26, 2008

By: /S/ CYNTHIA A. SCHEUER  
Name: Cynthia A. Scheuer  
Title: Vice President, Chief Financial Officer and Secretary