

ECHELON CORP  
Form 10-K/A  
March 11, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-K/A**

**Amendment No. 1**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2008

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

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

Commission file number: 000-29748

**ECHELON CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**77-0203595**  
(I.R.S. Employer

Identification Number)

**550 Meridian Avenue**

**San Jose, California 95126**

(Address of principal executive office and zip code)

**(408) 938-5200**

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of each class**  
**Common Stock, par value \$0.01**

**Name of each exchange on which registered**  
**The NASDAQ Stock Market LLC**

**(The Nasdaq Global Market)**

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant'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 is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer  Accelerated filer   
Non-accelerated filer  (do not check if a smaller reporting company) Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2008, the last business day of the registrant's most recently completed second fiscal quarter, there were 40,749,043 shares of the registrant's common stock outstanding, and the aggregate market value of such shares held by non-affiliates of the registrant (based on the per share closing sale price of \$10.90 of such shares on the Nasdaq Global Market on June 30, 2008) was approximately \$313.5 million. Shares of the registrant's common stock held by each executive officer and director and by each entity that owns 5% or more of the registrant's outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 28, 2009, 40,505,160 shares of the registrant's common stock, \$.01 par value per share, were issued and outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

<b>Document</b>	<b>Parts Into Which Incorporated</b>
Proxy Statement for the Annual Meeting of Stockholders to be held May 14, 2009 (Proxy Statement)	Part III

**EXPLANATORY NOTE**

The sole purpose of this Amendment No. 1 is to file Exhibits 10.10, 10.11, 10.12, 10.13, 10.14, 10.15, and 10.16 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 (the "Form 10-K"). Exhibit 10.10 was inadvertently omitted from our Annual Report on Form 10-K for the fiscal year ended December 31, 1999, as filed with the Securities and Exchange Commission (the "Commission") on March 17, 2000. Exhibits 10.11 and 10.12 were inadvertently omitted from our Quarterly Report on Form 10-Q for the quarter ended June 30, 2000, as filed with the Commission on August 14, 2000. Exhibit 10.13 was inadvertently omitted from our Quarterly Report on Form 10-Q for the quarter ended September 30, 2000, as filed with the Commission on November 14, 2000. Exhibit 10.14 was inadvertently omitted from our Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the Commission on March 29, 2002. Exhibits 10.15 and 10.16 were inadvertently omitted from our Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, as filed with the Commission on August 11, 2008. No other changes have been made to the Form 10-K.

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K****3. Exhibits**

Item 601 of Regulation S-K requires the following exhibits listed below. Each management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-K has been identified.

<b>Exhibit</b>	
<b>No.</b>	<b>Description of Document</b>
3.2 <sup>(1)</sup>	Amended and Restated Certificate of Incorporation of Registrant.
3.3 <sup>(2)</sup>	Amended and Restated Bylaws of Registrant.
4.1 <sup>(3)</sup>	Form of Registrant's Common Stock Certificate.
4.2 <sup>(4)</sup>	Second Amended and Restated Modification Agreement dated May 15, 1997.
10.1 <sup>(4)</sup>	Form of Indemnification Agreement entered into by Registrant with each of its directors and executive officers.
10.2 <sup>(5)+</sup>	1997 Stock Plan and forms of related agreements.
10.2(a) <sup>(5)+</sup>	Form of 1997 Stock Plan Stock Option Agreement with early exercise feature
10.2(b) <sup>(1)+</sup>	Form of 1997 Stock Plan Nonqualified Stock Option Agreement with early exercise feature
10.2(c) <sup>(6)+</sup>	Form of 1997 Stock Plan Nonqualified Stock Option Agreement
10.2(d) <sup>(7)+</sup>	Form of 1997 Stock Plan Performance Share Agreement
10.2(e) <sup>(7)+</sup>	Form of 1997 Stock Plan Performance Share Agreement for non-US employees
10.2(f) <sup>(5)+</sup>	Form of 1997 Stock Plan Performance Share Agreement with performance based vesting criteria for non-US employees
10.2(g) <sup>(7)+</sup>	Form of 1997 Stock Plan Stock Appreciation Right Agreement for non-US employees
10.2(h) <sup>(5)+</sup>	Form of 1997 Stock Plan Performance Share Agreement with performance based vesting criteria
10.2(i) <sup>(7)+</sup>	Form of 1997 Stock Plan Performance Share Agreement
10.2(j) <sup>*+</sup>	Form of 1997 Stock Plan Stock Appreciation Right Agreement
10.3 <sup>(4)+</sup>	1988 Stock Option Plan and forms of related agreements.
10.4 <sup>(4)</sup>	Second Amended and Restated Modification Agreement dated May 15, 1997 (included in Exhibit 4.2).
10.5 <sup>(4)</sup>	Form of International Distributor Agreement.
10.6 <sup>(4)</sup>	Form of OEM License Agreement.
10.7 <sup>(4)</sup>	Form of Software License Agreement.
10.8 <sup>(4)</sup>	International Distributor Agreement between the Company and EBV Elektronik GmbH as of December 1, 1997.
10.9 <sup>(8)+</sup>	1998 Director Option Plan.
10.10	Building 1 Lease Agreement dated December 30, 1999
10.11	First Amendment to Building 1 Lease Agreement dated May 10, 2000
10.12	Echelon Corporation Common Stock Purchase Agreement with ENEL S.p.A. dated June 30, 2000
10.13	Second Amendment to Building 1 Lease Agreement dated September 22, 2000
10.14	Building 2 Lease Agreement dated November 15, 2001
10.15	Third Amendment to Building 1 Lease Agreement dated April 10, 2008
10.16	First Amendment to Building 2 Lease Agreement dated April 10, 2008
21.1 <sup>(3)</sup>	Subsidiaries of the Registrant.

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- 23.1<sup>(9)</sup> Consent of KPMG LLP, Independent Registered Public Accounting Firm.
- 24.1<sup>(4)</sup> Power of Attorney (see signature page).

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- 31.1<sup>(9)</sup> Certificate of Echelon Corporation Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2<sup>(9)</sup> Certificate of Echelon Corporation Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.3 Certificate of Echelon Corporation Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.4 Certificate of Echelon Corporation Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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32<sup>(9)</sup> Certification by the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

- + Indicates management contract or compensatory plan or arrangement required to be filed as an exhibit pursuant to Item 14(c) of Form 10-K.
- (1) Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2000, filed on November 11, 2000.
- (2) Incorporated herein by reference to the Registrant's Current Report on Form 8-K dated August 16, 2007, filed on August 17, 2007.
- (3) Incorporated herein by reference to the Registrant's Registration Statement on Form S-1/A filed on July 9, 1998.
- (4) Incorporated herein by reference to the Registrant's Registration Statement on Form S-1 filed on June 1, 1998.
- (5) Incorporated herein by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2006, filed on March 16, 2007.
- (6) Incorporated herein by reference to the Registrant's Current Report Form 8-K dated April 12, 2007, filed on April 18, 2007.
- (7) Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2008, filed on August 11, 2008.
- (8) Incorporated herein by reference to the Registrant's Registration Statement on Form S-8 filed on August 21, 2000.
- (9) Incorporated herein by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on March 16, 2009.



**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.

**ECHELON CORPORATION**

Date: March 11, 2010

By: */s/* OLIVER R. STANFIELD  
**Oliver R. Stanfield,**

**Executive Vice President and Chief Financial Officer**

**(Duly Authorized Officer and Principal Financial**

**and Accounting Officer)**

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, THIS REPORT HAS BEEN SIGNED BY THE FOLLOWING PERSONS ON BEHALF OF THE REGISTRANT AND IN THE CAPACITIES AND ON THE DATES INDICATED.

Signatures	Title	Date
<i>/s/</i> ROBERT R. MAXFIELD	Chief Executive Officer, President and Director	March 11, 2010
<b>Robert R. Maxfield</b>	(Principal Executive Officer)	
<i>/s/</i> OLIVER R. STANFIELD	Executive Vice President and Chief	March 11, 2010
<b>Oliver R. Stanfield</b>	Financial Officer (Principal Financial and Principal Accounting Officer)	
*	Chairman of the Board	March 11, 2010
<b>M. Kenneth Oshman</b>		
*	Vice Chairman	March 11, 2010
<b>Armas Clifford Markkula, Jr.</b>		
*	Director	March 11, 2010
<b>Robyn M. Denholm</b>		
*	Director	March 11, 2010
<b>Robert J. Finocchio, Jr.</b>		
*	Director	March 11, 2010
<b>Richard M. Moley</b>		
*	Director	March 11, 2010

**Betsy Rafael**

\*

Director

March 11, 2010

**Larry W. Sonsini**

\* /s/ OLIVER R. STANFIELD

**Oliver R. Stanfield**

**Attorney-In-Fact**

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**EXHIBIT INDEX**
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