UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the Quarterly Period Ended October 31, 2009

Or

o **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: 001-33417

OCEAN POWER TECHNOLOGIES, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware *(State or Other Jurisdiction of Incorporation or Organization)*	**22-2535818** *(I.R.S. Employer Identification No.)*

1590 REED ROAD, PENNINGTON, NJ 08534
(Address of Principal Executive Offices, Including Zip Code)

(609) 730-0400
(Registrant's Telephone Number, Including Area Code)

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 o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 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 o No o

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):

Large accelerated filer o	Accelerated filer ☑	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

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

As of November 30, 2009, the number of outstanding shares of common stock of the registrant was 10,210,354.

OCEAN POWER TECHNOLOGIES, INC.
INDEX TO FORM 10-Q
FOR THE THREE AND SIX MONTHS ENDED OCTOBER 31, 2009

PowerBuoy® is a registered trademark of Ocean Power Technologies, Inc. and the Ocean Power Technologies logo is a trademark of Ocean Power Technologies, Inc. All other trademarks appearing in this report are the property of their respective holders.

Special Note Regarding Forward-Looking Statements

We have made statements in this Quarterly Report on Form 10-Q that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements convey our current expectations or forecasts of future events. Forward-looking statements include statements regarding our future financial position, business strategy, budgets, projected costs, plans and objectives of management for future operations. The words "may," "continue," "estimate," "intend," "plan," "will," "believe," "project," "expect," "anticipate" and similar expressions may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking.

Any or all of our forward-looking statements in this report may turn out to be inaccurate. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. They may be affected by inaccurate assumptions we might make or unknown risks and uncertainties, including the risks, uncertainties and assumptions described in Item 1A "Risk Factors" of our Annual Report on Form 10-K for the year ended April 30, 2009 and elsewhere in this report. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this report may not occur as contemplated and actual results could differ materially from those anticipated or implied by the forward-looking statements.

You should not unduly rely on these forward-looking statements, which speak only as of the date of this filing. Unless required by law, we undertake no obligation to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise.

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PART I — FINANCIAL INFORMATION

Item 1. *FINANCIAL STATEMENTS*

Ocean Power Technologies, Inc. and Subsidiaries
Consolidated Balance Sheets

	October 31, 2009 (Unaudited)	April 30, 2009
ASSETS		
Current assets:		
Cash and cash equivalents	$ 6,347,906	12,267,830
Marketable securities	30,184,439	40,849,736
Accounts receivable	835,901	985,149
Unbilled receivables	863,745	988,418
Other current assets	962,842	1,082,696
Total current assets	39,194,833	56,173,829
Marketable securities	38,868,340	28,619,528
Restricted cash	1,316,032	951,552
Property and equipment, net	898,506	897,718
Patents, net	940,610	909,727
Other noncurrent assets	1,558,302	1,241,552
Total assets	$ 82,776,623	88,793,906
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 836,966	908,837
Accrued expenses	3,291,160	3,853,437
Unearned revenues	554,687	281,570
Total current liabilities	4,682,813	5,043,844
Other noncurrent liabilities	113,246	—
Long-term debt	345,386	345,386
Deferred rent	10,825	21,649
Deferred credits	600,000	600,000
Total liabilities	5,752,270	6,010,879
Commitments and contingencies (note 9)		
Ocean Power Technologies, Inc. Stockholders' equity:		
Preferred stock, $0.001 par value; authorized 5,000,000 shares, none issued or outstanding	—	—
Common stock, $0.001 par value; authorized 105,000,000 shares, issued and outstanding 10,210,354 shares	10,210	10,210
Additional paid-in capital	155,268,900	154,568,931
Accumulated deficit	(78,533,039)	(71,242,791)
Accumulated other comprehensive income (loss)	225,049	(553,323)
Total Ocean Power Technologies, Inc. stockholders' equity	76,971,120	82,783,027
Noncontrolling interest in Ocean Power Technologies (Australasia) Pty Ltd. (note 2(r))	53,233	—
Total equity	77,024,353	82,783,027
Total liabilities and stockholders' equity	$ 82,776,623	88,793,906

See accompanying notes to consolidated financial statements (unaudited).

Ocean Power Technologies, Inc. and Subsidiaries
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended October 31,		Six Months Ended October 31,	
	2009	2008	2009	2008
Revenues	$ 581,875	667,124	1,892,812	2,453,752
Cost of revenues	528,148	1,369,578	1,552,375	3,317,724
Gross profit (loss)	53,727	(702,454)	340,437	(863,972)
Operating expenses:				
Product development costs	3,425,348	2,330,073	4,786,748	4,033,022
Selling, general and administrative costs	2,191,233	2,393,738	4,357,504	4,945,554
Total operating expenses	5,616,581	4,723,811	9,144,252	8,978,576
Operating loss	(5,562,854)	(5,426,265)	(8,803,815)	(9,842,548)
Interest income	247,601	514,446	532,821	1,062,038
Other income	24,960	—	531,590	—
Foreign exchange gain (loss)	100,698	(1,203,882)	502,389	(1,228,355)
Net loss	(5,189,595)	(6,115,701)	(7,237,015)	(10,008,865)
Less: Net income attributable to the noncontrolling interest in Ocean Power Technologies (Australasia) Pty Ltd.	(2,176)	—	(53,233)	—
Net loss attributable to Ocean Power Technologies, Inc.	$ (5,191,771)	(6,115,701)	(7,290,248)	(10,008,865)
Basic and diluted net loss per share	$ (0.51)	(0.60)	(0.71)	(0.98)
Weighted average shares used to compute basic and diluted net loss per share	10,210,354	10,210,354	10,210,354	10,210,354

See accompanying notes to consolidated financial statements (unaudited).

Ocean Power Technologies, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited)

	Six Months Ended October 31, 2009	Six Months Ended October 31, 2008
Cash flows from operating activities:		
Net loss	$ (7,290,248)	(10,008,865)
Adjustments to reconcile net loss to net cash used in operating activities:		
Foreign exchange (gain) loss	(502,389)	1,228,355
Depreciation and amortization	184,424	144,233
Loss on disposals of property, plant and equipment	—	256,378
Treasury note premium/discount amortization, net	93,691	128,093
Compensation expense related to stock option grants and restricted stock	739,969	879,371
Deferred rent	(10,824)	2,706
Noncontrolling interest in Ocean Power Technologies (Australasia) Pty Ltd.	53,233	—
Changes in operating assets and liabilities:		
Accounts receivable	206,452	538,254
Unbilled receivables	213,990	(561,703)
Other current assets	150,207	(98,392)
Other noncurrent assets	(192,362)	(779,718)
Accounts payable	13,652	(56,328)
Accrued expenses	(767,723)	(784,535)
Unearned revenues	273,117	(323,864)
Other noncurrent liabilities	110,955	—
Net cash used in operating activities	(6,723,856)	(9,436,015)
Cash flows from investing activities:		
Purchases of marketable securities	(35,407,938)	(73,025,156)
Maturities of marketable securities	35,863,482	6,910,425
Restricted cash	(250,000)	—
Purchases of equipment	(155,298)	(611,324)
Payments of patent costs	(61,054)	(97,188)
Net cash used in investing activities	(10,808)	(66,823,243)
Cash flows from financing activities:		
Repayment of long-term debt	(93,398)	(42,801)
Net cash used in financing activities	(93,398)	(42,801)
Effect of exchange rate changes on cash and cash equivalents	908,138	(1,143,477)
Net decrease in cash and cash equivalents	(5,919,924)	(77,445,536)
Cash and cash equivalents, beginning of period	12,267,830	88,836,304
Cash and cash equivalents, end of period	$ 6,347,906	11,390,768
Supplemental disclosure of noncash investing and financing activities:		
Capitalized purchases of equipment financed through accounts payable and accrued expenses	$ 8,746	36,906
Capitalized patent costs financed through accounts payable and accrued expenses	13,239	25,587

See accompanying notes to consolidated financial statements (Unaudited).

Ocean Power Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

(1) Background and Basis of Presentation

Ocean Power Technologies, Inc. (the Company) was incorporated on April 19, 1984 in New Jersey, commenced active operations in 1994 and re-incorporated in Delaware in April 2007. The Company develops and is commercializing proprietary systems that generate electricity by harnessing the renewable energy of ocean waves. The Company markets and sells its products in the United States and internationally.

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. The interim operating results are not necessarily indicative of the results for a full year or for any other interim period. Further information on potential factors that could affect the Company's financial results can be found in the Company's Annual Report on Form 10-K for the year ended April 30, 2009 filed with the Securities and Exchange Commission (SEC) and elsewhere in this Form 10-Q.

During the second quarter of fiscal 2010, the Company adopted *The FASB Accounting Standards Codification (ASC or Codification) and the Hierarchy of Generally Accepted Accounting Principles (GAAP),* which establishes the Codification as the sole source for authoritative U.S. GAAP and will supersede all accounting standards in U.S. GAAP, aside from those issued by the SEC. The adoption of the Codification did not have an impact on the Company's results of operations, cash flows or financial position. As a result of the adoption of the Accounting Standards Codification (ASC), the Company's notes to the consolidated financial statements will no longer make reference to Statement of Financial Accounting Standards (SFAS) or other U.S. GAAP pronouncements.

(2) Summary of Significant Accounting Policies

(a) Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. Participation of stockholders other than the Company in the net assets and in the earnings or losses of a consolidated subsidiary is reflected in the caption "Noncontrolling interest" in the Company's Consolidated Balance Sheets and Statements of Operations. Noncontrolling interest adjusts the Company's consolidated results of operations to reflect only the Company's share of the earnings or losses of the consolidated subsidiary.

In addition, the Company evaluates its relationships with other entities to identify whether they are variable interest entities, and to assess whether it is the primary beneficiary of such entities. If the determination is made that the Company is the primary beneficiary, then that entity is included in the consolidated financial statements. As of October 31, 2009, there are no such entities.

(b) Use of Estimates

The preparation of the consolidated financial statements requires management of the Company to make a number of estimates and assumptions relating to the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include the recoverability of the carrying amount of property and equipment and patents; valuation allowances for receivables and deferred income tax assets; and percentage of completion of customer contracts for purposes of revenue recognition. Actual results could differ from those estimates. The current economic environment has increased the degree of uncertainty inherent in those estimates and assumptions.

(c) Revenue Recognition

The Company primarily recognizes revenue under the percentage-of-completion method. The percentage of completion is determined by relating the costs incurred to date to the estimated total costs. The cumulative effects resulting from revisions of estimated total contract costs and revenues are recorded in the period in which the facts requiring revision become known. Upon anticipating a loss on a contract, the Company recognizes the full amount of the anticipated loss in the current period. The Company's provisions related to anticipated losses on contracts decreased by $303,000 and $351,000 during the three and six months ended October 31, 2009, respectively. Accruals related to losses on contracts in the amounts of approximately $801,000 and $1,152,000 are included in accrued expenses in the accompanying consolidated balance sheets as of October 31, 2009 and April 30, 2009, respectively. Modifications to contract provisions, such as those currently being discussed in connection with the Company's Spain construction agreement (see Note 9), as well as modifications in contract loss estimates, may require changes in accruals established for anticipated contract losses.

Ocean Power Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

Unbilled receivables represent expenditures on contracts, plus applicable profit margin, not yet billed. Unbilled receivables are normally billed and collected within one year. Billings made on contracts are recorded as a reduction of unbilled receivables, and to the extent that such billings exceed costs incurred plus applicable profit margin, they are recorded as unearned revenues.

(d) Cash and Cash Equivalents

Cash equivalents consist of investments in short-term financial instruments with initial maturities of three months or less from the date of purchase. Cash and cash equivalents include $1,661,000 and $4,337,000 of certificates of deposit with an initial term of less than three months at October 31, 2009 and April 30, 2009, respectively, and $3,275,000 and $6,530,000 invested in a money market fund as of October 31, 2009 and April 30, 2009, respectively.

(e) Marketable Securities

Marketable securities with initial maturities longer than three months but that mature in less than one year from the balance sheet date are classified as current assets. Marketable securities that mature more than one year from the balance sheet date are classified as noncurrent assets. Marketable securities that the Company has the intent and ability to hold to maturity are classified as held-to-maturity and are reported at amortized cost. The difference between the acquisition cost and face values of held-to-maturity securities is amortized over the remaining term of the security and added to or subtracted from the acquisition cost and interest income. As of October 31, 2009 and April 30, 2009, all of the Company's marketable securities were classified as held-to-maturity.

(f) Restricted Cash and Credit Facility

The Company had $1,316,032 and $951,552 of restricted cash as of October 31, 2009 and April 30, 2009, respectively. The cash is restricted under the terms of two security agreements.

One agreement is between Ocean Power Technologies, Inc. and Barclays Bank. Under this agreement, the cash is on deposit at Barclays Bank and serves as security for letters of credit that are expected to be issued by Barclays Bank on behalf of Ocean Power Technologies Ltd., one of the Company's subsidiaries, under a €800,000 credit facility established by Barclays Bank for Ocean Power Technologies Ltd. The credit facility is for the issuance of letters of credit and bank guarantees, and carries a fee of 1% per annum of the amount of any such obligations issued by Barclays Bank. The credit facility does not have an expiration date, but is cancelable at the discretion of the bank. As of October 31, 2009, approximately €720,000 is included in restricted cash.

The other agreement is between Ocean Power Technologies, Inc. and the New Jersey Board of Public Utilities (NJBPU). During the year ended April 30, 2009, the Company received a recoverable grant award from the NJBPU. Under this agreement, the Company is required to assign to the NJBPU a certificate of deposit in an amount equal to the outstanding grant balance, which was $250,000 as of October 31, 2009.

(g) Property and Equipment

Property and equipment is stated at cost, less accumulated depreciation and amortization. Depreciation and amortization is calculated using the straight-line method over the estimated useful lives (three to seven years) of the assets. Leasehold improvements are amortized using the straight-line method over the shorter of the estimated useful life of the asset or the remaining lease term. Expenses for maintenance and repairs are charged to operations as incurred. Depreciation was $85,780 and $63,889 for the three months ended October 31, 2009 and 2008, respectively and $164,270 and $124,491 for the six months ended October 31, 2009 and 2008, respectively.

(h) Other Income

Other income consists of transactions that the Company considers to be outside the normal scope of its operations and operating activities. The Company recognized other income of $24,960 and $531,590 during the three and six months ended October 31, 2009, respectively, primarily in connection with the settlement of a claim that it had against a supplier that provided engineering services to the Company.

Ocean Power Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

(i) Foreign Exchange Gains and Losses

The Company has invested in certain certificates of deposit and has maintained cash accounts that are denominated in British pound sterling, Euros and Australian dollars. Such certificates of deposit and cash accounts had a balance of approximately $7,863,000 and $8,541,000 as of October 31, 2009 and April 30, 2009, respectively. These amounts are included in cash, cash equivalents, restricted cash and marketable securities on the accompanying balance sheets. Such positions may result in realized and unrealized foreign exchange gains or losses from exchange rate fluctuations, which are included in foreign exchange gain (loss) in the accompanying consolidated statements of operations. Foreign exchange gain (loss) was $100,698 and ($1,203,882) for the three months ended October 31, 2009 and 2008, respectively and $502,389 and ($1,228,355) for the six months ended October 31, 2009 and 2008, respectively.

(j) Patents

External costs related to the filing of patents, including legal and filing fees, are capitalized. Amortization is calculated using the straight-line method over the life of the patents (17 years). Expenses for the development of technology are charged to operations as incurred. Amortization expense was $10,077 and $10,818 for the three months ended October 31, 2009 and 2008, respectively and $20,154 and $19,693 for the six months ended October 31, 2009 and 2008, respectively. Amortization expense for the next five fiscal years related to amounts capitalized for patents as of October 31, 2009 is estimated to be approximately $56,000 per year.

(k) Long-Lived Assets

Long-lived assets, such as property and equipment and purchased intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated future cash flows, then an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. The Company reviewed its long-lived assets for impairment and determined there was no impairment for the six months ended October 31, 2009.

(l) Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash balances, bank certificates of deposit and trade receivables. The Company invests its excess cash in highly liquid investments (principally short-term bank deposits, Treasury bills, Treasury notes and a money market fund) and does not believe that it is exposed to any significant risks related to its cash accounts, money market fund or certificates of deposit.

The table below shows the percentage of the Company's revenues derived from customers whose revenues accounted for at least 10% of the Company's consolidated revenues for at least one of the periods indicated:

	Three Months Ended October 31,		Six Months Ended October 31,	
Customer	**2009**(1)	**2008**	**2009**(1)	**2008**
US Navy	66%	65%	84%	47%
Iberdrola and Total	4%	14%	7%	40%
Scottish Executive	35%	10%	9%	9%
US Department of Energy (1)	(12)%	11%	(2)%	3%
Leighton	13%	—	4%	—

(1) During the three months ended October 31, 2009, there was a significant increase in the estimated total cost for the Company's project off the coast of Reedsport, Oregon. This resulted in a negative adjustment to revenues recognized under the percentage of completion method for the US Department of Energy and another customer associated with the project, which collectively results in a total of greater than 100% in the above table.

The loss of, or a significant reduction in revenues from, any of the current customers could significantly impact the Company's financial position or results of operations. The Company does not require collateral from its customers.

Ocean Power Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

(m) Net Loss per Common Share

Basic and diluted net loss per share for all periods presented is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Due to the Company's net losses, potentially dilutive securities, consisting of outstanding stock options and non-vested shares, were excluded from the diluted loss per share calculation due to their anti-dilutive effect.

In computing diluted net loss per share, options to purchase shares of common stock, non-vested restricted stock and shares to be issued to non-employee directors totaling 1,889,292 for the three and six months ended October 31, 2009 and 1,653,938 for the three and six months ended October 31, 2008, were excluded from the computations.

(n) Stock-Based Compensation

Costs resulting from all share-based payment transactions are recognized in the consolidated financial statements at their fair values. Compensation cost for the portion of the awards for which the requisite service had not been rendered that were outstanding as of May 1, 2006 is being recognized in the consolidated statements of operations over the remaining service period after such date based on the award's original estimated fair value. The aggregate share-based compensation expense, related to stock options, recorded in the consolidated statements of operations was approximately $392,000 and $379,000 for the three months ended October 31, 2009 and 2008, respectively and $740,000 and $879,000 for the six months ended October 31, 2009 and 2008, respectively.

Valuation Assumptions for Options Granted During the Six Months Ended October 31, 2009 and 2008

The fair value of each stock option granted during the six months ended October 31, 2009 and 2008 were estimated at the date of grant using the Black-Scholes option pricing model, assuming no dividends and using the weighted average valuation assumptions noted in the following table. The risk-free rate is based on the US Treasury yield curve in effect at the time of grant. The expected life (estimated period of time outstanding) of the stock options granted was estimated using the "simplified" method as permitted by the Securities and Exchange Commission's Staff Accounting Bulletin No. 107, *Share-Based Payment*. Expected volatility was based on historical volatility for a peer group of companies for a period equal to the stock option's expected life, calculated on a daily basis.

	Six Months Ended October 31,	
	2009	2008
Risk-free interest rate	3.0%	3.7%
Expected dividend yield	0.0%	0.0%
Expected life	6.4 years	6.2 years
Expected volatility	80.6%	79.4%

The above assumptions were used to determine the weighted average per share fair value of $4.28 and $6.73 for stock options granted during the six months ended October 31, 2009 and 2008, respectively.

Pursuant to annual retainer arrangements, 7,217 and 4,992 shares of common stock were awarded to non-employee directors during the six months ended October 31, 2009 and 2008, respectively. The aggregate share-based compensation expense recorded in the consolidated statement of operations related to the shares was approximately $35,000 and $40,000 for the six months ended October 31, 2009 and 2008 respectively, which represents the fair value on the date of grant. The shares were not issued as of October 31, 2009, and accordingly the liability was included in accrued expenses.

(o) Accounting for Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences and operating loss and tax credit carryforwards are expected to be recovered, settled or utilized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences and carryforwards become deductible or are utilized. Due to our history of operating losses, the Company has recorded a full valuation allowance against the deferred tax assets, including net operating loss carryforwards, where management believes it is more likely than not that the Company will not have sufficient taxable income to utilize these assets before they expire.

As of October 31, 2009, the Company had net operating loss carryforwards for Federal income tax purposes of approximately $46,000,000, which begin to expire in 2010. The Company also had Federal research and development tax credit carryforwards as of October 31, 2009, which begin to expire in 2012. The Tax Reform Act of 1986 contains provisions that limit the utilization of net operating loss and tax credit carryforwards if there has been an ownership change, as defined. The Company has determined that such an ownership change, as described in Section 382 of the Internal Revenue Code, occurred in conjunction with the Company's US initial public offering in April 2007. The Company's annual Section 382 limitation is approximately $3,300,000. The Section 382 limitation is cumulative from year to year, and thus, to the extent net operating loss or other credit carryforwards are not utilized up to the amount of the available annual limitation, the limitation is carried forward and added to the following year's available limitation. The Company had foreign loss before income taxes for the periods ended October 31, 2009 and October 31, 2008. As of October 31, 2009, the Company had foreign net operating loss carryforwards, which begin to expire in 2024. The ability to utilize these carryforwards may be limited in the event of an ownership change.

(p) Accumulated Other Comprehensive Loss

The functional currency for the Company's foreign operations is the applicable local currency. The translation from the applicable foreign currencies to US dollars is performed for balance sheet accounts using the exchange rates in effect at the balance sheet date and for revenue and expense accounts using an average exchange rate during the period. The unrealized gains or losses resulting from such translation are included in accumulated other comprehensive income (loss) within stockholders' equity.

(q) Recent Accounting Pronouncements

In December 2007, the FASB issued guidance on business combinations, which establishes the principles and requirements for how an acquirer recognizes the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquirer at the acquisition date, measured at their fair values as of that date, with limited exceptions. This new guidance applies to business combinations for which the acquisition date is after the beginning of the first annual reporting period beginning after December 15, 2008. Accordingly, the Company applies the new guidance to business combinations occurring on or after May 1, 2009. As of October 31, 2009, the Company has not had any such transactions.

In December 2007, the FASB issued guidance which establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be recorded as a component of equity in the consolidated financial statements. This statement also requires that consolidated net income shall be adjusted to include the net income attributed to the noncontrolling interest. It also requires that net losses be attributed to the noncontrolling interest even if they exceed the noncontrolling interest's equity balance. Disclosure on the face of the statement of operations of the amounts of consolidated net income attributable to the parent and to the noncontrolling interest is required. The provisions of the new guidance are effective for the Company for interim periods and fiscal years beginning May 1, 2009. Adoption of the new guidance did not have a material impact on the Company's consolidated financial statements other than the presentation of a noncontrolling interest in Ocean Power Technologies (Australasia) Pty Ltd. in the Company's consolidated financial statements. Net income attributable to the noncontrolling interest in Ocean Power Technologies (Australasia) Pty Ltd. was $2,176 and $53,233 for the three and six months ended October 31, 2009, respectively. The proforma information specified in the guidance for the 2008 period is not presented as it is not material.

In November 2008, the FASB issued guidance that clarifies how to account for certain transactions involving equity method companies. Specifically, it addresses the initial measurement, decreases in value and changes in the level of ownership of equity method companies. The new guidance is effective for interim and annual reporting periods beginning on or after December 15, 2008. Adoption of the new guidance did not have any impact the Company's financial position or results of operations.

In April 2009, the FASB issued additional guidance for fair value measurement, which provides guidance on how to determine the fair value of assets and liabilities when the volume and level of activity for the asset/liability has significantly decreased. This guidance also identifies circumstances that indicate a transaction is not orderly. In addition, this guidance requires disclosure in interim and annual periods of the inputs and valuation techniques used to measure fair value and a discussion of changes in valuation techniques. The new guidance is effective for interim and annual reporting periods ending after June 15, 2009. Adoption of the new guidance did not have any impact the Company's financial position or results of operations.

Ocean Power Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

In April 2009, the FASB issued new guidance which changes existing guidance for determining whether debt securities are other-than-temporarily impaired and replaces the existing requirement that the entity's management assert it has both the intent and ability to hold an impaired security until recovery with a requirement that management assert: (a) it does not have the intent to sell the security; and (b) it is more likely than not it will not have to sell the security before recovery of its cost basis. The new guidance requires entities to separate an other-than-temporary impairment of a debt security into two components when there are credit related losses associated with the impaired debt security for which management asserts that it does not have the intent to sell the security, and it is more likely than not that it will not be required to sell the security before recovery of its cost basis. The amount of the other-than-temporary impairment related to a credit loss is recognized in earnings, and the amount of the other-than-temporary impairment related to other factors is recorded in other comprehensive income (loss). The new guidance is effective for interim and annual reporting periods ended after June 15, 2009. Adoption of the new guidance did not have any impact the Company's financial position or results of operations.

In April 2009, the FASB issued guidance revising disclosures about fair values of financial instruments in interim and annual financial statements. Prior to this guidance, disclosures about fair values of financial instruments were only required to be disclosed annually. The new guidance requires disclosures about fair value of financial instruments in interim and annual financial statements. Adoption of the new guidance did not affect the Company's financial position or results of operations.

In May 2009, the FASB issued guidance which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or available to be issued. It sets forth the period after the balance sheet date during which management shall evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity shall recognize events or transactions occurring after the balance sheet date in its financial statements and the disclosures that an entity shall make about events or transactions that occurred after the balance sheet date. The new guidance is effective for interim and annual periods ended after June 15, 2009. Adoption of the guidance did not have a material impact on the Company's Consolidated Financial Statements. The Company evaluated subsequent events through December 10, 2009, which is the date these financial statements were issued.

In June 2009, the FASB issued additional guidance that amended the existing accounting and disclosure guidance for the consolidation of variable interest entities. The amended guidance requires enhanced disclosures intended to provide users of financial statements with more transparent information about an enterprise's involvement in a variable interest entity. This guidance will become effective for the Company beginning on January 1, 2010. The Company is currently evaluating the impact this guidance will have on its consolidated financial statements.

(3) Marketable Securities

Marketable securities with initial maturities longer than three months but that mature in less than one year from the balance sheet date are classified as current assets and are summarized as follows:

	October 31, 2009	April 30, 2009
Certificates of deposit denominated in USD	$ —	3,685,370
Certificates of deposit denominated in GBP	3,448,976	3,217,152
Certificates of deposit denominated in AUD	692,284	—
US Treasury obligations	26,043,179	33,947,214
	$ 30,184,439	40,849,736

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The Company's marketable securities that mature more than one year from the balance sheet date are classified as noncurrent assets, are all classified as held-to-maturity, carried at amortized cost and are summarized as follows:

	Amortized cost	Gross unrealized gains	Gross unrealized losses	Market value
October 31, 2009				
US Treasury obligations	$35,061,532	143,228	—	35,204,760
Certificate of deposit	3,806,808	96,402	—	3,903,210
	$38,868,340	239,630	—	39,107,970
April 30, 2009				
US Treasury obligations	$28,619,528	423,095	(20,963)	29,021,660

The April 30, 2009 balance of marketable securities was changed to increase the current portion and decrease the noncurrent portion by $12,009,000 to reflect the maturities of the underlying securities as of such date.

(4) Accrued Expenses

Included in accrued expenses at October 31, 2009 and April 30, 2009 were contract loss accruals of approximately $801,000 and $1,152,000, respectively, and accrued employee incentive payments of approximately $395,000 and $672,000, respectively. Accrued expenses at October 31, 2009 and April 30, 2009 also included legal and accounting fees of approximately $258,000 and $485,000, respectively, and accrued employee vacation of $213,000 and $151,000, respectively.

(5) Related Party Transactions

In August 1999, the Company entered into a consulting agreement with an individual for marketing services at a rate of $800 per day of services provided. The individual became a member of the board of directors in June 2006. Under this consulting agreement, the Company expensed approximately $16,000 and $21,000 during the three months ended October 31, 2009 and 2008, respectively, and $30,000 and $31,000 during the six-months ended October 31, 2009 and 2008, respectively.

(6) Debt

During the year ended April 30, 2000, the Company received an award of $250,000 from the State of New Jersey Commission on Science and Technology for the development of a wave power system that was deployed off the coast of New Jersey. The award contract was assigned to the New Jersey Economic Development Authority in fiscal 2008. Under the terms of this award, the Company must repay the amount funded, without interest, by January 15, 2012. The amounts to be repaid each year are determined as a percentage of revenues (as defined in the loan agreement) the Company receives that year from its customer contracts that meet criteria specified in the loan agreement, with any remaining amount due on January 15, 2012. Based upon the terms of the award, the Company has repaid approximately $155,000. As of October 31, 2009, the remaining amount due of $95,000 was included in long-term debt on the accompanying consolidated balance sheet.

During the year ended April 30, 2009, the Company received a recoverable grant award of $250,000 from the NJBPU under the Renewable Energy Business Venture Assistance Program. Under the terms of this agreement, the amount to be repaid is a fixed monthly amount of principal only, repayable over a five-year period beginning May 2012. The terms also require the Company to assign to the NJBPU a certificate of deposit in an amount equal to the outstanding grant balance.

(7) Deferred Credits

During the year ended April 30, 2001, in connection with the sale of common stock to an investor, the Company received $600,000 from the investor in exchange for an option to purchase up to 500,000 metric tons of carbon emissions credits generated by the Company during the years 2008 through 2012, at a 30% discount from the then-prevailing market rate. This amount has been recorded as deferred credits in the accompanying consolidated balance sheets as of October 31, 2009 and April 30, 2009. If the Company does not become entitled under applicable laws to the full amount of emission credits covered by the option by December 31, 2012, the Company is obligated to return the option fee of $600,000, less the aggregate discount on any emission credits sold to the investor prior to such date. If the Company receives emission credits under applicable laws and fails to sell to the investor the credits up to the full amount of emission credits covered by the option, the investor is entitled to liquidated damages equal to 30% of the aggregate market value of the shortfall in emission credits (subject to a limit on the market price of emission credits).

(8) Share-Based Compensation

Prior to August 2001, the Company maintained qualified and nonqualified stock option plans. The Company had reserved 421,890 shares of common stock for issuance under these plans. There are no options available for future grant under these plans as of October 31, 2009.

In August 2001, the Company approved the 2001 Stock Plan, which provides for the grant of incentive stock options and nonqualified stock options. A total of 1,000,000 shares were authorized for issuance under the 2001 Stock Plan. As of October 31, 2009, the Company had issued or reserved 601,302 shares for issuance under the 2001 Stock Plan. After the effectiveness of the 2006 Stock Incentive Plan, no further options or other awards have been or will be granted under the 2001 Stock Plan.

On April 24, 2007, the Company's 2006 Stock Incentive Plan became effective. A total of 803,215 shares were authorized for issuance under the 2006 Stock Incentive Plan. On October 2, 2009, an amendment to the 2006 Stock Incentive Plan was approved, increasing the aggregate number of shares authorized for issuance by 850,000 shares to 1,653,215. The Company will file an amendment to its Form S-8 registration statement to register the additional shares under the Securities Act of 1933. As of October 31, 2009, the Company had issued share-based compensation for 866,100 shares of common stock and had reserved an additional 787,115 shares of common stock for future issuance under the 2006 Stock Incentive Plan. The Company's employees, officers, directors, consultants and advisors are eligible to receive awards under the 2006 Stock Incentive Plan; however, incentive stock options may only be granted to employees. The maximum number of shares of common stock with respect to which awards may be granted to any participant under the 2006 Stock Incentive Plan is 200,000 per calendar year. Members of the board of directors who are not full-time employees receive, as part of their annual compensation, a choice of either (a) an option to purchase 2,000 shares of common stock that is fully vested at the time of grant, or (b) shares of common stock worth $10,000, which vests 50% at the time of grant and 50% one year later. Vesting provisions of stock options are determined by the board of directors. The contractual term of these stock options is up to ten years. The 2006 Stock Incentive Plan is administered by the Company's board of directors who may delegate authority to one or more committees or subcommittees of the board of directors or to the Company's officers. If the board of directors delegates authority to an officer, the officer has the power to make awards to all of the Company's employees, except to executive officers. The board of directors will fix the terms of the awards to be granted by such officer. No award may be granted under the 2006 Stock Incentive Plan after December 7, 2016, but the vesting and effectiveness of awards granted before that date may extend beyond that date.

(a) Stock Options

A summary of stock options under the plans is as follows:

	Shares Under Option	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (In Years)
Outstanding April 30, 2009	1,632,263	13.43	
Forfeited	(20,238)	13.03	
Expired	(31,500)	16.86	
Exercised	—	—	
Granted	239,558	5.98	
Outstanding October 31, 2009	1,820,083	12.39	5.4
Exercisable October 31, 2009	1,202,929	14.09	3.7

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The total intrinsic value of outstanding and exercisable options as of October 31, 2009 was $130,000. As of October 31, 2009, approximately 549,000 additional options were expected to vest, which had $125,000 intrinsic value and a weighted average remaining contractual term of 8.7 years. As of October 31, 2009, there was approximately $3,188,000 of total unrecognized compensation cost related to non-vested stock options granted under the plans. This cost is expected to be recognized over a weighted-average period of 3.8 years. The Company normally issues new shares to satisfy option exercises under these plans.

(b) Non-Vested Restricted Stock

Compensation expense for non-vested restricted stock was historically recorded based on its market value on the date of grant and recognized ratably over the associated service and performance period. During the six months ended October 31, 2009, there were 20,000 shares of non-vested restricted stock granted to employees with service-based vesting requirements. As of October 31, 2009, all 20,000 restricted shares are unvested.

A summary of non-vested restricted stock under the plans is as follows:

	Number of Shares	Weighted Average Price per Share
Outstanding at April 30, 2009	40,000	$6.48
Forfeited	—	—
Expired	(3,000)	6.48
Vested	—	—
Granted	20,000	5.77
Outstanding at October 31, 2009	57,000	6.23

As of October 31, 2009, there was approximately $95,000 of total recognized compensation cost and $183,000 of total unrecognized compensation cost related to non-vested restricted stock granted under the plans. That cost is expected to be recognized over a weighted average period of 1.3 years.

(c) Shares of Common Stock

During the year ended April 30, 2009, 4,992 shares of common stock were awarded to non-employee directors pursuant to annual retainer arrangements. The aggregate share-based compensation expense recorded in the consolidated statement of operations for the year ended April 30, 2009 related to the shares was approximately $40,000, which represents the fair value on the date of grant. The shares were not issued as of October 31, 2009, and accordingly the liability was included in accrued expenses.

As of October 31, 2009, 7,217 shares of common stock were awarded to non-employee directors pursuant to annual retainer arrangements. The aggregate share-based compensation expense recorded in the consolidated statement of operations for the six months ended October 31, 2009 related to the shares was approximately $35,000, which represents the fair value on the date of grant. The shares were not issued as of October 31, 2009, and accordingly the liability was included in accrued expenses.

(9) Commitments and Contingencies

Litigation

The Company is involved from time to time in certain legal actions arising in the ordinary course of business. Management believes that the outcome of such actions will not have a material adverse effect on the Company’s financial position or results of operations.

Other Contingencies

The Company is currently engaged in discussions regarding modifications to its agreement for the first phase of the construction of a wave power station off the coast of Spain. This first phase was due to be completed by December 31, 2009, but has been delayed. If no modification or extension is agreed to by the parties, the customer may, subject to certain conditions in the agreement, terminate the agreement and would not be obligated to make any more milestone payments. The agreement also provides that the customer may seek reimbursement for direct damages only, limited to amounts specified in the agreement, if the Company is in default of its obligations under the agreement. As of October 31, 2009, the Company does not believe that the outcome of this matter will have a material adverse effect on the Company’s financial position or results of operations.

Ocean Power Technologies, Inc. and Subsidiaries
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(10) Operating Segments and Geographic Information

The Company views its business as one segment, which is the development and sale of its PowerBuoy product for wave energy applications. The Company operates on a worldwide basis with one operating company in the US, one operating subsidiary in the UK and one operating subsidiary in Australia, which are categorized below as North America, Europe and Australia, respectively. Revenues are generally attributed to the operating unit that bills the customers.

Geographic information is as follows:

	North America	Europe	Australia	Total
Three months ended October 31, 2009				
Revenues from external customers	$ 280,903	224,740	76,232	581,875
Operating loss	(5,395,872)	(155,489)	(11,493)	(5,562,854)
Three months ended October 31, 2008				
Revenues from external customers	506,670	160,454	—	667,124
Operating loss	(4,680,636)	(621,037)	(124,592)	(5,426,265)
Six months ended October 31, 2009				
Revenues from external customers	1,517,228	299,352	76,232	1,892,812
Operating loss	(8,249,457)	(461,745)	(92,613)	(8,803,815)
Six months ended October 31, 2008				
Revenues from external customers	1,254,969	1,198,783	—	2,453,752
Operating loss	(8,333,191)	(1,303,695)	(205,662)	(9,842,548)
October 31, 2009				
Long-lived assets	3,022,768	1,690,682	—	4,713,450
Total assets	73,762,321	8,123,517	890,785	82,776,623
April 30, 2009				
Long-lived assets	2,639,302	1,361,189	58	4,000,549
Total assets	$81,006,430	7,677,316	110,160	88,793,906

Item 2. ***MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS***

The following discussion and analysis should be read in conjunction with the accompanying unaudited consolidated financial statements and related notes included in this Quarterly Report on Form 10-Q. References to a fiscal year in this Form 10-Q refer to the year ended April 30 of that year (e.g., fiscal 2010 refers to the year ending April 30, 2010).

Overview

We develop and are commercializing proprietary systems that generate electricity by harnessing the renewable energy of ocean waves. Our PowerBuoy ® systems use proprietary technologies to convert the mechanical energy created by the rising and falling of ocean waves into electricity. We currently offer two PowerBuoy products, which consist of our utility PowerBuoy system and our autonomous PowerBuoy system.

We market our utility PowerBuoy system, which is designed to supply electricity to a local or regional power grid, to utilities and other electrical power producers seeking to add electricity generated by wave energy to their existing electricity supply. We market our autonomous PowerBuoy system, which is designed to generate power for use independent of the power grid, to customers that require electricity in remote locations. We believe there are a variety of potential applications for our autonomous PowerBuoy system, including sonar and radar surveillance, tsunami warning, oceanographic data collection, offshore platforms and offshore aquaculture. We also offer our customers operations and maintenance services for our PowerBuoy systems, which are expected to provide a source of recurring revenues. In addition, we market our undersea substation pod and undersea power connection infrastructure services to other companies in the marine energy sector.

We were incorporated in New Jersey in April 1984, began commercial operations in 1994, and were re-incorporated in Delaware in 2007. We currently have four wholly-owned subsidiaries, which include Ocean Power Technologies Ltd., Reedsport OPT Wave Park LLC, Oregon Wave Energy Partners I, LLC, and Oregon Wave Energy Partners II, LLC, and we own approximately 88% of the ordinary shares of Ocean Power Technologies (Australasia) Pty Ltd.

The development of our technology has been funded by capital we raised and by development engineering contracts we received starting in fiscal 1995. In fiscal 1996, we received the first of several research contracts with the US Navy to study the feasibility of wave energy. As a result of those research contracts, we entered into our first development and construction contract with the US Navy in fiscal 2002 under a still on-going project for the development and testing of our wave power systems at the US Marine Corps Base in Oahu, Hawaii. We generated our first revenue relating to our autonomous PowerBuoy system from contracts with Lockheed Martin Corporation in fiscal 2003, and we entered into our first development and construction contract with Lockheed Martin in fiscal 2004 for the development and construction of a prototype demonstration autonomous PowerBuoy system.

In fiscal 2005, we entered into a development agreement with an affiliate of Iberdrola S.A., a large electric utility company located in Spain and one of the largest renewable energy producers in the world, and other parties to jointly study the possibility of developing a wave power station off the coast of northern Spain. An affiliate of Total S.A., which is one of the world's largest oil and gas companies, also entered into the development agreement in June 2005. In January 2006, we completed the assessment phase of the project, and in July 2006 we entered into an agreement with Iberdrola Energias Marinas de Cantabria, S.A. to complete the first phase of the construction of a 1.39 MegaWatt (MW) wave power station. Under the Spain construction agreement, we agreed to manufacture and deploy by no later than December 31, 2009, one 40kW PowerBuoy system and the ocean-based substation and infrastructure required to connect nine additional 150kW PowerBuoy systems that together are contemplated to constitute a 1.39MW wave power station. In February 2008, the Spain construction agreement was amended to provide for the current phase of the construction of the PowerBuoy system plus the fabrication of the underwater power transmission cable and underwater substation for all ten PowerBuoy systems. The terms of the installation of the underwater transmission cable and underwater substation will be separately negotiated and, if so agreed, could provide for additional funding for the installation work. The initial PB40kW PowerBuoy system for this project was deployed in September 2008. After a short testing period, the buoy was removed from the water for work on improvements to the power take-off and control systems. We are currently in discussions with Iberdrola Cantabria regarding the nature and costs of these improvements and their effects on plans for the redeployment of the buoy and the next phases of the project. The first phase was due to be completed by December 31, 2009, but has been delayed. If no modification or extension is agreed to by the parties, the customer may, subject to certain conditions in the agreement, terminate the agreement and would not be obligated to make any more milestone payments. The agreement also provides that Iberdrola Cantabria may seek reimbursement for direct damages only, limited to amounts specified in the agreement, if we are in default of our obligations under the agreement. As of October 31, 2009, the Company does not believe that the outcome of this matter will have a material adverse effect on the Company's financial position or results of operations. During the early stages of commercialization of our technology, systems deployed in the ocean may periodically require maintenance and repair of certain elements of the systems which in some cases may include retrieval and redeployment of the buoys. We view this as an expected aspect of our operations and the process of bringing our PowerBuoy product to a fully commercial status.

In 2007, we received a $1.8 million contract from the Scottish Executive for the construction of a 150 kW PowerBuoy demonstration system near Orkney, Scotland.

In August 2007, we announced the award of a $0.5 million contract from PNGC Power, an Oregon-based electric power cooperative, providing funding toward the fabrication and installation of a 150kW PowerBuoy system off the coast of Oregon. In October 2008, we received a $2.0 million award from the US Department of Energy in support of the Oregon project. In June 2007, we received a $1.7 million contract from the US Navy to provide our PowerBuoy technology to a unique program for data gathering in the ocean. Under this 18-month program, the US Navy conducted an ocean test in October 2008 of our autonomous PowerBuoy as the power source for the Navy's Deep Water Active Detection System. In October 2008, we received a $3.0 million contract from the US Navy to expand the program and ocean-test an advanced version of our autonomous PowerBuoy for the Deep Water Active Detection System. In September 2009, we received a $2.4 million contract from the US Navy to provide our PowerBuoy to the Navy's Littoral Expeditionary Autonomous PowerBuoy (LEAP) Program. In October 2008, we signed an exclusive agreement with a consortium of three leading Japanese companies to develop a demonstration wave power station in Japan. The Japanese consortium comprises Idemitsu Kosan Co., Mitsui Engineering & Shipbuilding Co., and Japan Wind Development Co. As of October 31, 2009, our backlog was $7.1 million, an increase of $0.7 million from July 31, 2009.

For the three months ended October 31, 2009, we generated revenues of $0.6 million and incurred a net loss of $5.2 million, compared to revenues of $0.7 million and a net loss of $6.1 million for the three months ended October 31, 2008. For the six months ended October 31, 2009, we generated revenues of $1.9 million and incurred a net loss of $7.3 million, compared to revenues of $2.5 million and a net loss of $10.0 million for the six months ended October 31, 2008. This reduction in net loss reflects management's direction to move us towards profitability through focusing on profitable business and seeking funding support towards our product development costs. As of October 31, 2009, our accumulated deficit was $78.5 million. We have not been profitable since inception, and we do not know whether or when we will become profitable because of the significant uncertainties with respect to our ability to successfully commercialize our PowerBuoy systems in the emerging renewable energy market. Since fiscal 2002, the US Navy has accounted for a significant portion of our revenues. We expect that over time, revenues derived from utilities and other non-government commercial customers will increase more rapidly than sales to government customers and may, within a few years, represent the majority of our revenues.

The marine energy industry, including wave, tidal and ocean current energy technologies, is expected to benefit from various legislative initiatives that have been undertaken or are planned by state and federal agencies. For example, the US production tax credit was expanded to include marine energy, as part of the Energy Improvement and Extension Act of 2008, signed into law in October 2008. Production tax credit provisions, that were previously in place, served only to benefit other renewable energy sources such as wind and solar. This new legislation will, for the first time, enable owners of wave power projects in the US to receive federal production tax credits, which, by their prospective effect of lowering income taxes for our customers based on energy produced, should improve the comparative economics of wave power as a renewable energy source.

Further, it is expected that the US federal and state governments will increase their investments in the renewable energy sector under various economic stimulus measures. We have devoted additional resources to develop proposals seeking government funding to support existing projects and technology enhancements. Consequently, while our selling, general and administrative costs related to such efforts may increase over the next year, we believe that these governmental initiatives may result in additional revenues for us over the next several years. Given the recent announcement of the government programs and the uncertainties surrounding their scope and size, there can be no assurances as to whether we will be successful in obtaining significant additional government funding or as to the terms and conditions of any such funding.

The recent global economic downturn may have a negative effect on our business, financial condition and results of operations because the utility companies with which we contract or propose to contract may decrease their investment in new power generation equipment in response to the downturn. However, the various legislative initiatives described above may diminish the effect of any decrease in such capital expenditures by these utility companies insofar as they may relate to renewable energy generation equipment. As discussed above, the timing, scope and size of these new government programs for renewable energy is uncertain, and there can be no assurances that we or our customers will be successful in obtaining any additional government funding. In addition, we do not believe the recent global economic downturn will have a material negative impact on our sources of supply, as our products incorporate what are substantially non-custom, standard parts found in many regions of the world.

According to a study in 2003 by the Energy Information Administration, $1.6 trillion is expected to be spent for new renewable energy generation equipment by the year 2030. This equates to annual global expenditures of approximately $60 billion. We plan to take advantage of these global drivers of demand for renewable energy, as we continue to refine and expand our proprietary technology.

Financial Operations Overview

The following describes certain line items in our consolidated statement of operations and some of the factors that affect our operating results.

Revenues

Generally, we recognize revenue using the percentage-of-completion method based on the ratio of costs incurred to total estimated costs at completion. In certain circumstances, revenue under contracts that have specified milestones or other performance criteria may be recognized only when our customer acknowledges that such criteria have been satisfied. In addition, recognition of revenue (and the related costs) may be deferred for fixed-price contracts until contract completion if we are unable to reasonably estimate the total costs of the project prior to completion. Because we have a small number of contracts, revisions to the percentage of completion determination or delays in meeting performance criteria or in completing projects may have a significant effect on our revenue for the periods involved.

The US Navy accounted for approximately 66% and 84% of our revenues for the three and six months ended October 31, 2009, respectively, and approximately 65% and 47% of our revenues for the three and six months ended October 31, 2008, respectively. The Scottish Executive accounted for approximately 35% and 9% of our revenues for the three and six months ended October 31, 2009, and 10% and 9% of our revenues for the three and six months ended October 31, 2008, respectively. Iberdrola and Total accounted for approximately 4% and 7% of our revenues for the three and six months ended October 31, 2009, and 14% and 40% of our revenues for the three and six months ended October 31, 2008, respectively. Since fiscal 2002, the US Navy has accounted for a significant portion of our revenues. We anticipate that, if our commercialization efforts are successful, the utility sector will become a larger percentage of our business.

We currently focus our sales and marketing efforts on the west coast of North America, the west coast of Europe, the coasts of Australia and the east coast of Japan. During the six months ended October 31, 2009 and 2008, we derived 20% and 49%, respectively, of our revenues from outside the United States.

Cost of revenues

Our cost of revenues consists primarily of incurred material, labor and manufacturing overhead expenses, such as engineering expense, equipment depreciation and maintenance and facility related expenses, and includes the cost of PowerBuoy parts and services supplied by third-party suppliers. Cost of revenues also includes PowerBuoy system delivery and deployment expenses and anticipated losses at completion on some contracts.

We operated at a gross profit of $0.1 million and $0.3 million for the three and six months ended October 31, 2009, respectively, and a gross loss of $0.7 million and $0.9 million for the three and six months ended October 31, 2008, respectively. Our ability to generate a gross profit depends on the nature of our contracts and on our ability to manage costs incurred on fixed price commercial contracts.

Product development costs

Our product development costs consist of salaries and other personnel-related costs and the costs of products, materials and outside services used in our product development and unfunded research activities. Our product development costs primarily relate to our efforts to increase the output of our utility PowerBuoy system, including the 150kW PowerBuoy system and to our research and development of new products, product applications and complementary technologies. We expense all of our product development costs as incurred, except for external patent costs, which we capitalize and amortize over a 17-year period commencing with the issuance date of each patent.

Since October 2005, we have operated a 40kW system off the coast of New Jersey, which has operated and been periodically removed from the ocean for maintenance since that time. Other 40kW systems were deployed and tested in Hawaii for the US Navy project during the months of June 2007 and October 2008. Work is currently in progress on the design, construction and installation of two 150kW PowerBuoy systems in connection with projects off the coasts of the Orkney Islands, Scotland and Oregon.

Selling, general and administrative costs

Our selling, general and administrative costs consist primarily of professional fees, salaries and other personnel-related costs for employees and consultants engaged in sales and marketing and support of our PowerBuoy systems and costs for executive, accounting and administrative personnel, professional fees and other general corporate expenses.

Interest income

Interest income consists of interest received on cash and cash equivalents, investments in commercial bank-issued certificates of deposit and US Treasury bills and notes. Prior to April 30, 2007, most of our cash, cash equivalents and marketable securities resulted from the remaining proceeds of our October 2003 common stock offering on the AIM market. On April 30, 2007, we completed our initial public offering in the United States, which resulted in net proceeds to us of $89.9 million. Total cash, cash equivalents, restricted cash, and marketable securities were $76.7 million as of October 31, 2009, compared to $89.6 million as of October 31, 2008. Interest income in the six months ended October 31, 2009 decreased compared to the six months ended October 31, 2008 due to a decline in interest rates and a decline in cash, cash equivalents and marketable securities.

We anticipate that our interest income reported in fiscal 2010 will continue to be lower than the comparable periods of the prior fiscal year as a result of the decrease in invested cash and lower interest rates.

Other income

Other income consists of transactions that we consider to be outside the normal scope of our operations and operating activities. In the six months ended October 31, 2009, we recognized other income of $0.5 million in connection with the settlement of a claim which we had against a supplier that provided engineering services to us.

Foreign exchange gain (loss)

We transact business in various countries and have exposure to fluctuations in foreign currency exchange rates. Foreign exchange gains and losses arise in the translation of foreign-denominated assets and liabilities, which may result in realized and unrealized gains or losses from exchange rate fluctuations. Since we conduct our business in US dollars and our functional currency is the US dollar, our main foreign exchange exposure, if any, results from changes in the exchange rate between the US dollar and the British pound sterling, the Euro and the Australian dollar.

We invest in certificates of deposit and maintain cash accounts that are denominated in British pounds, Euros and Australian dollars. These foreign-denominated certificates of deposit and cash accounts had a balance of $7.9 million as of October 31, 2009 and $4.5 million as of October 31, 2008, compared to our total cash, cash equivalents, restricted cash, and marketable security balances of $76.7 million as of October 31, 2009 and $89.6 million as of October 31, 2008. These foreign currency balances are translated at each month end to our functional currency, the US dollar, and any resulting gain or loss is recognized in our results of operations.

In addition, a portion of our operations is conducted through our subsidiaries in countries other than the United States, specifically Ocean Power Technologies Ltd. in the United Kingdom, the functional currency of which is the British pound sterling, and Ocean Power Technologies (Australasia) Pty Ltd. in Australia, the functional currency of which is the Australian dollar. Both of these subsidiaries have foreign exchange exposure that results from changes in the exchange rate between their functional currency and other foreign currencies in which they conduct business. All of our international revenues for the three and six months ended October 31, 2009 and 2008 were recorded in Euros, British pound sterling or Australian dollars.

We currently do not hedge our exchange rate exposure. However, we assess the anticipated foreign currency working capital requirements and capital asset acquisitions of our foreign operations and attempt to maintain a portion of our cash, cash equivalents and marketable securities denominated in foreign currencies sufficient to satisfy these anticipated requirements. We also assess the need and cost to utilize financial instruments to hedge currency exposures on an ongoing basis and may hedge against exchange rate exposure in the future.

Results of Operations

Three Months Ended October 31, 2009 Compared to Three Months Ended October 31, 2008

The following table contains selected statement of operations information, which serves as the basis of the discussion of our results of operations for the three months ended October 31, 2009 and 2008:

	Three Months Ended October 31, 2009		Three Months Ended October 31, 2008		% Change 2009 Period to 2008 Period
	Amount	As a % of Revenues	Amount	As a % of Revenues	
Revenues	$ 581,875	100%	$ 667,124	100%	(13)%
Cost of revenues	528,148	91	1,369,578	205	(61)
Gross profit (loss)	53,727	9	(702,454)	(105)	—
Operating expenses:					
Product development costs	3,425,348	589	2,330,073	349	47
Selling, general and administrative costs	2,191,233	377	2,393,738	359	(8)
Total operating expenses	5,616,581	965	4,723,811	708	19
Operating loss	(5,562,854)	(956)	(5,426,265)	(813)	3
Interest income, net	247,601	43	514,446	77	(52)
Other income	24,960	4	—	—	—
Foreign exchange gain (loss)	100,698	17	(1,203,882)	(180)	—
Net loss	(5,189,595)	(892)	(6,115,701)	(917)	(15)
Less: Net income attributable to the noncontrolling interest	(2,176)	—	—	—	—
Net loss attributable to Ocean Power Technologies, Inc.	$ (5,191,771)	(892)%	$ (6,115,701)	(917)%	(15)%

Revenues

Revenues decreased by $0.1 million in the three months ended October 31, 2009, or 13%, to $0.6 million, as compared to $0.7 million in the three months ended October 31, 2008. The decrease in revenues was primarily attributable to the following factors:

- Revenues relating to our utility PowerBuoy system were approximately the same in both years as increases in revenue of $0.2 million related to our Hawaii projects for the US Navy and our EMEC project in Orkney, Scotland were offset by a decrease in revenue of $0.2 million related to our project off the coast of Reedsport, Oregon.
- Revenues relating to our autonomous PowerBuoy system decreased by $0.1 million as a result of a lower level of work on a project with the US Navy to provide our PowerBuoy technology to a program for data gathering in the ocean. Work on this project is expected to accelerate during the three months ending January 31, 2010.

Cost of revenues

Cost of revenues decreased by $0.9 million, or 61%, to $0.5 million in the three months ended October 31, 2009, as compared to $1.4 million in the three months ended October 31, 2008. This decrease in cost of revenues reflected the lower level of activity on revenue-bearing contracts, primarily our project off the coast of Reedsport, Oregon. There was also a $0.4 million decrease in cost of revenues resulting from a net change in provision for contract losses, including the reversal, during the three months ended October 31, 2009, of a $0.2 million in the provision for contract losses related to our wave power station off the coast of Spain as the reserve is no longer considered necessary.

Product development costs

Product development costs increased by $1.1 million, or 47% to $3.4 million in the three months ended October 31, 2009 as compared to $2.3 million in the three months ended October 31, 2008. Product development costs were primarily attributable to our efforts to increase the power output of our utility PowerBuoy system, especially the 150kW PowerBuoy system. We anticipate that our product development costs related to the planned increase in the output of our utility PowerBuoy system may increase over the next several years and that the amount of these expenditures will not necessarily be affected by the level of revenue generated over that time period.

Selling, general and administrative costs

Selling, general and administrative costs decreased $0.2 million, or 8%, to $2.2 million for the three months ended October 31, 2009, as compared to $2.4 million for the three months ended October 31, 2008. The decrease was primarily attributable to a decrease in consulting, legal and investor relations expenses partially offset by increased expenses related to new employees.

Interest income

Interest income decreased by $0.3 million, or 52%, to $0.2 million for the three months ended October 31, 2009, compared to $0.5 million for the three months ended October 31, 2008, due to a decrease in cash, cash equivalents and marketable securities. In addition, the average yield decreased to approximately 1.26% during the three months ended October 31, 2009 from approximately 2.19% during the three months ended October 31, 2008.

Foreign exchange gain (loss)

Foreign exchange gain was $0.1 million for the three months ended October 31, 2009, compared to a foreign exchange loss of $1.2 million for the three months ended October 31, 2008. The difference was primarily attributable to the relative change in value of the British pound sterling compared to the US dollar during the two periods.

Six Months Ended October 31, 2009 Compared to Six Months Ended October 31, 2008

The following table contains selected statement of operations information, which serves as the basis of the discussion of our results of operations for the six months ended October 31, 2009 and 2008:

	Six Months Ended October 31, 2009		Six Months Ended October 31, 2008		% Change 2009 Period to 2008 Period
	Amount	As a % of Revenues	Amount	As a % of Revenues	
Revenues	$ 1,892,812	100%	$ 2,453,752	100%	(23)%
Cost of revenues	1,552,375	82	3,317,724	135	(53)
Gross profit (loss)	340,437	18	(863,972)	(35)	—
Operating expenses:					
Product development costs	4,786,748	253	4,033,022	164	19
Selling, general and administrative costs	4,357,504	230	4,945,554	202	(12)
Total operating expenses	9,144,252	483	8,978,576	366	2
Operating loss	(8,803,815)	(465)	(9,842,548)	(401)	(11)
Interest income, net	532,821	28	1,062,038	42	(50)
Other income	531,590	28	—	—	—
Foreign exchange gain	502,389	27	(1,228,355)	(50)	—
Net loss	(7,237,015)	(382)	(10,008,865)	(408)	(28)
Less: Net income attributable to the noncontrolling interest	(53,233)	(3)	—	—	—
Net loss attributable to Ocean Power Technologies, Inc.	$ (7,290,248)	(385)%	$ (10,008,865)	(408)%	(27)%

Revenues

Revenues decreased by $0.6 million in the six months ended October 31, 2009, or 23%, to $1.9 million, as compared to $2.5 million in the six months ended October 31, 2008. The decrease in revenues was primarily attributable to the following factors:

- Revenues relating to our utility PowerBuoy system decreased by $0.7 million as decreases in revenue of $1.0 million related to our wave power station off the coast of Spain and our project off the coast of Reedsport, Oregon were partially offset by increases in revenue of $0.3 million related to our Hawaii projects for the US Navy.
- Revenues relating to our autonomous PowerBuoy system decreased by $0.1 million as a result of a lower level of work on a project with the US Navy to provide our PowerBuoy technology to a program for data gathering in the ocean.

Cost of revenues

Cost of revenues decreased by $1.7 million, or 53%, to $1.6 million in the six months ended October 31, 2009, as compared to $3.3 million in the six months ended October 31, 2008. This decrease in cost of revenues reflected the lower level of activity on revenue-bearing contracts, primarily our project off the coast of Spain. Cost of revenues for the six months ended October 31, 2008 also reflected the recognition of $0.4 million of anticipated loss at completion on our project off the coast of Spain.

Product development costs

Product development costs increased by $0.8 million, or 19% to $4.8 million in the six months ended October 31, 2009 as compared to $4.0 million in the six months ended October 31, 2008. Product development costs were primarily attributable to our efforts to increase the power output of our utility PowerBuoy system, especially the 150kW PowerBuoy system. We anticipate that our product development costs related to the planned increase in the output of our utility PowerBuoy system may increase over the next several years and that the amount of these expenditures will not necessarily be affected by the level of revenue generated over that time period.

Selling, general and administrative costs

Selling, general and administrative costs decreased $0.5 million, or 12%, to $4.4 million for the six months ended October 31, 2009, as compared to $4.9 million for the six months ended October 31, 2008. The decrease was primarily attributable to a decrease in consulting, accounting and investor relations expenses.

Interest income

Interest income decreased by $0.6 million, or 50%, to $0.5 million for the six months ended October 31, 2009, compared to $1.1 million for the six months ended October 31, 2008, due to a decrease in cash, cash equivalents and marketable securities. In addition, the average yield decreased to approximately 1.26% during the six months ended October 31, 2009 from approximately 2.19% during the six months ended October 31, 2008.

Other income

Other income was $0.5 million for the six months ended October 31, 2009, compared to none for the six months ended October 31, 2008. During the first quarter of fiscal 2010, we settled a claim which we had against a supplier of engineering services, which resulted in a settlement in our favor.

Foreign exchange gain (loss)

Foreign exchange gain was $0.5 million for the six months ended October 31, 2009, compared to a foreign exchange loss of $1.2 million for the six months ended October 31, 2008. The difference was primarily attributable to the relative change in value of the British pound sterling compared to the US dollar during the two periods.

Liquidity and Capital Resources

Since our inception, the cash flows from customer revenues have not been sufficient to fund our operations and provide the capital resources for the planned growth of our business. For the three years ended April 30, 2009, our revenues were $11.4 million, our net losses were $42.6 million and our net cash used in operating activities was $37.8 million. Over that same period, we raised $90.5 million in financing activities, including $89.9 million from the closing of our United States initial public offering on April 30, 2007.

At October 31, 2009, our total cash, cash equivalents, restricted cash and marketable securities were $76.7 million. Our cash and cash equivalents are highly liquid investments with maturities of three months or less at the date of purchase and consist primarily of term deposits with large commercial banks, Treasury bills and an investment in a money market fund. Our marketable securities classified as current assets consist primarily of certificates of deposit and Treasury bills with fixed initial maturity dates of more than 90 days but which mature in less than one year from the balance sheet date, and other investments with current maturities of less than one year. Marketable securities classified as noncurrent assets consist primarily of Treasury notes with maturities in excess of one year from the balance sheet date.

The primary drivers of our cash flows have been our ability to generate revenues and decrease losses related to our contracts, as well as our ability to obtain and invest the capital resources needed to fund our development.

Net cash used in operating activities was $6.7 million for the six months ended October 31, 2009 and $9.4 million for the six months ended October 31, 2008. The change was the result of a decrease in net loss of $2.7 million and a net increase in operating assets and liabilities of $2.1 million, offset by a net decrease in non-cash operating activities of $2.1 million.

Net cash used in investing activities was $11,000 for the six months ended October 31, 2009 and $66.8 million for the six months ended October 31, 2008. The change was primarily the result of a net decrease in purchases of securities with maturities longer than 90 days during the six months ended October 31, 2009. Also, there was a $0.5 million decrease in purchases of equipment during the six months ended October 31, 2009 as compared to the six months ended October 31, 2008 and additional restricted cash of $0.3 million in the three months ended October 31, 2009.

Net cash used in financing activities was $93,000 for the six months ended October 31, 2009, compared to net cash used in financing activities of $43,000 for the six months ended October 31, 2008.

We expect to devote substantial resources to continue our development efforts for our PowerBuoy systems and to expand our sales, marketing and manufacturing programs associated with the commercialization of the PowerBuoy system. Our future capital requirements will depend on a number of factors, including:

- the cost of development efforts for our PowerBuoy systems;
- our ability to attract funding support for our technology development projects;
- the success of our commercial relationships with major customers;
- the cost of manufacturing activities;
- the cost of commercialization activities, including demonstration projects, product marketing and sales;
- our ability to establish and maintain additional commercial relationships;
- the implementation of our expansion plans, including the hiring of new employees;
- potential acquisitions of other products or technologies; and
- the costs involved in preparing, filing, prosecuting, maintaining and enforcing patent claims and other patent-related costs.

We believe that our current cash, cash equivalents and marketable securities will be sufficient to meet our anticipated cash needs for working capital and capital expenditures at least through fiscal 2011. If existing resources are insufficient to satisfy our liquidity requirements or if we acquire or license rights to additional product technologies, we may seek to sell additional equity or debt securities or obtain a credit facility. The sale of additional equity or convertible securities could result in dilution to our stockholders. If additional funds are raised through the issuance of debt securities, these securities could have rights senior to those associated with our common stock and could contain covenants that would restrict our operations. Financing may not be available in amounts or on terms acceptable to us. If we are unable to obtain required financing, we may be required to reduce the scope of our planned product development and marketing efforts, which could harm our financial condition and operating results.

Off-Balance Sheet Arrangements

Since inception, we have not engaged in any off-balance sheet financing activities.

Item 3. ***QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***

We generally place our investments in money market funds, Treasury notes, Treasury bills and certificates of deposit with maturities of less than one year. We actively manage our portfolio of cash equivalents and marketable securities, but in order to ensure liquidity, we will only invest in instruments with high credit quality where a secondary market exists. We have not held and do not hold any derivatives related to our interest rate exposure. Due to the average maturity and conservative nature of our investment portfolio, a change in interest rates would not have a material effect on the value of the portfolio. We do not have market risk exposure on our long-term debt because it consists of an interest-free loan from the New Jersey Board of Public Utilities.

Management estimates that had the average yield on our cash, cash equivalents and marketable securities decreased by 100 basis points, our interest income for the six months ended October 31, 2009 would have decreased by approximately $0.4 million. This estimate assumes that the decrease occurred on the first day of the fiscal period and reduced the yield of each investment by 100 basis points. The impact on our future interest income of future changes in investment yields will depend largely on the gross amount of our cash, cash equivalents and marketable securities.

We transact business in various countries and have exposure to fluctuations in foreign currency exchange rates. Foreign exchange gains and losses arise in the translation of foreign-denominated assets and liabilities, which may result in realized and unrealized gains or losses from exchange rate fluctuations. Since we conduct our business in US dollars and our functional currency is the US dollar, our main foreign exchange exposure, if any, results from changes in the exchange rate between the US dollar and the British pound sterling, the Euro and the Australian dollar.

We maintain cash accounts that are denominated in British pound sterling, Euros and Australian dollars. These foreign-denominated cash accounts had a balance of $7.9 million as of October 31, 2009, compared to our total cash, cash equivalents, marketable securities and restricted cash account balances of $76.7 million as of October 31, 2009. These foreign currency balances are translated at each month end to our functional currency, the US dollar, and any resulting gain or loss is recognized in our results of operations. If foreign currency exchange rates had fluctuated by 10% as of October 31, 2009, the impact on our foreign exchange gains and losses would have been $0.8 million.

In addition, a portion of our operations is conducted through our subsidiaries in countries other than the United States, specifically Ocean Power Technologies Ltd. in the United Kingdom, the functional currency of which is the British pound sterling, and Ocean Power Technologies (Australasia) Pty Ltd. in Australia, the functional currency of which is the Australian dollar. Both of these subsidiaries have foreign exchange exposure that results from changes in the exchange rate between their functional currency and other foreign currencies in which they conduct business. All of our international revenues for the six months ended October 31, 2009 were recorded in Euros, British pound sterling or Australian dollars.

We currently do not hedge exchange rate exposure. However, we assess the anticipated foreign currency working capital requirements and capital asset acquisitions of our foreign operations and attempt to maintain a portion of our cash, cash equivalents and certificates of deposit denominated in foreign currencies sufficient to satisfy these anticipated requirements. We also assess the need and cost to utilize financial instruments to hedge currency exposures on an ongoing basis and may hedge against exchange rate exposure in the future.

Item 4. ***CONTROLS AND PROCEDURES***

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 (the Exchange Act) is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b). Based upon that evaluation, as of October 31, 2009, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective in timely alerting them to material information relating to the Company required to be included in our periodic SEC filings.

Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended October 31, 2009 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. ***LEGAL PROCEEDINGS***

We are subject to legal proceedings, claims and litigation arising in the ordinary course of business. While the outcome of these matters is currently not determinable, we do not expect that the ultimate costs to resolve these matters will have a material adverse effect on our financial position, results of operations or cash flows.

Item 1A. ***RISK FACTORS***

The discussion of our business and operations should be read together with the risk factors contained in Item 1A of our Annual Report on Form 10-K for the year ended April 30, 2009. These risk factors describe various risks and uncertainties to which we are or may become subject. These risks and uncertainties have the potential to affect our business, financial condition, results of operations, cash flows, strategies or prospects in a material and adverse manner. There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K filed with the SEC on July 14, 2009.

Item 2. *UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS*

Use of Proceeds

On April 30, 2007, we sold 5,000,000 shares of our common stock in our initial public offering in the United States at a price of $20.00 per share, pursuant to a registration statement on Form S-1 (File No. 333-138595), which was declared effective by the SEC on April 24, 2007. The managing underwriters in the offering were UBS Securities LLC, Banc of America Securities LLC, and Bear, Stearns & Co., Inc. The underwriting discounts and commissions and offering expenses payable by us aggregated $10.1 million, resulting in net proceeds to us of $89.9 million. None of the underwriting discounts and commissions or offering costs were incurred or paid to directors or officers of ours or their associates or to persons owning ten percent or more of our common stock or to any affiliates of ours.

From the effective date of the registration statement through October 31, 2009, we used $1.2 million to construct demonstration wave power stations, $13.1 million to fund the continued development and commercialization of our PowerBuoy system, $3.4 million to expand our sales and marketing capabilities and $0.7 million to fund the expansion of assembly, test and field service facilities. We have invested the balance of the net proceeds from the offering in marketable securities, in accordance with our investment policy. We have not used any of the net proceeds from the offering to make payments, directly or indirectly, to any director or officer of ours, or any of their associates, to any person owning ten percent or more of our common stock or to any affiliate of ours. There has been no material change in our planned use of the balance of the net proceeds from the offering as described in our final prospectus filed with the SEC pursuant to Rule 424(b) under the Securities Act of 1933.

Item 3. *DEFAULTS UPON SENIOR SECURITIES*

None.

Item 4. *SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS*

The Company's annual meeting of shareholders was held on October 2, 2009. At the annual meeting, the shareholders voted on the following proposals:

Election of Directors

Each nominee for director was elected by a vote of shareholders as follows:

Name	For	Withheld
Seymour S. Preston III	6,776,856	352,308
J. Victor Chatigny	6,795,312	333,852
Paul F. Lozier	6,888,996	240,168
Thomas J. Meaney	6,444,083	685,081
George W. Taylor	6,573,656	555,508
Mark R. Draper	6,567,571	561,593
Charles F. Dunleavy	6,542,923	586,241

Ratification of the Selection of KPMG LLP as Independent Registered Public Accounting Firm

	For	Against	Abstain
Ratification of KPMG LLP	7,010,792	103,830	14,542

Amendment of Ocean Power Technologies, Inc. 2006 Stock Incentive Plan

	For	Against	Abstain	Non-votes
Amendment of 2006 Stock Incentive Plan	2,612,362	1,541,269	66,579	2,908,954

Item 5. *OTHER INFORMATION*

None.

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Item 6. ***EXHIBITS***

10.1 *	Agreement between Ocean Power Technologies, Inc. and the US Navy dated September 25, 2009
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Confidential treatment requested as to certain portions, which portions have been omitted and filed separately with the Securities and Exchange Commission.

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.

OCEAN POWER TECHNOLOGIES, INC.
(Registrant)

By: /s/ Mark R. Draper
Mark R. Draper
Chief Executive Officer
(Principal Executive Officer)

Date: December 10, 2009

By: /s/ Charles F. Dunleavy
Charles F. Dunleavy
Chief Financial Officer
(Principal Financial Officer)

Date: December 10, 2009

EXHIBITS INDEX

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* Confidential treatment requested as to certain portions, which portions have been omitted and filed separately with the Securities and Exchange Commission.

Confidential Materials omitted and filed separately with the
Securities and Exchange Commission. Asterisks denote omissions.

ORDER FOR SUPPLIES OR SERVICES

PAGE 1 OF 21

1. CONTRACT/PURCH ORDER/ AGREEMENT NO	2. DELIVERY ORDER/CALL NO	3. DATE OF ORDER/CALL (YYYYMMMDD)	4. REQ/PURCH REQUEST NO	5. PRIORITY
N00253-09-D-0005	0001	2009 Sep 25	[illegible]	DO-S1

6. ISSUED BY CODE N00253
NAVAL UNDERSEA WARFARE CENTER
ATTN: TARIQ AL-AGBA
TARIQ.AL-AGBA@NAVY.MIL
610 DOWELL ST BLDG 206
KEYPORT WA 98345-7610

7. ADMINISTERED BY *(if other than 6)* CODE S3915A
DCMA PHILADELPHIA
700 ROBBINS AVENUE, BLDG. 4-A, P.O. BOX 1
PHILADELPHIA PA 19111-0427

8. DELIVERY FOB
[X] DESTINATION
[ ] OTHER
(See Schedule if other)

9. CONTRACTOR CODE 04EP7 FACILITY
NAME AND ADDRESS
OCEAN POWER TECHNOLOGIES, INC
DEBBIE MONTAGNA
1590 REED RD
PENNINGTON NJ 08534-5010

10. DELIVER TO FOB POINT BY (Date) *(YYYYMMMDD)*
SEE SCHEDULE

11. MARK IF BUSINESS IS
[ ] SMALL
[ ] SMALL DISADVANTAGED
[ ] WOMEN-OWNED

12. DISCOUNT TERMS
Net 30 Days

13. MAIL INVOICES TO THE ADDRESS IN BLOCK
See Clause HQ G-2-0007

14. SHIP TO CODE
SEE SCHEDULE

15. PAYMENT WILL BE MADE BY CODE HQ0337
DFAS-COLUMBUS CENTER
DFAS-CO/NORTH ENTITLEMENT OPERATIONS
P O BOX 182266
COLUMBUS OH 43218-2266

MARK ALL PACKAGES AND PAPERS WITH IDENTIFICATION NUMBERS IN BLOCKS 1 AND 2.

16. TYPE OF ORDER			
	DELIVERY/ CALL	X	This delivery order/call is issued on another Government agency or in accordance with and subject to terms and conditions of above numbered contract.
	PURCHASE		Reference your quote dated Furnish the following on terms specified herein. REF.

ACCEPTANCE. THE CONTRACTOR HEREBY ACCEPTS THE OFFER REPRESENTED BY THE NUMBERED PURCHASE ORDER AS IT MAY PREVIOUSLY HAVE BEEN OR IS NOW MODIFIED, SUBJECT TO ALL OF THE TERMS AND CONDITIONS SET FORTH, AND AGREES TO PERFORM THE SAME.

NAME OF CONTRACTOR | SIGNATURE | TYPED NAME AND TITLE | DATE SIGNED *(YYYYMMMDD)*

[ ] If this box is marked, supplier must sign Acceptance and return the following number of copies:

17. ACCOUNTING AND APPROPRIATION DATA/LOCAL USE
See Schedule

18. ITEM NO.	19. SCHEDULE OF SUPPLIES/ SERVICES	20. QUANTITY ORDERED/ ACCEPTED*	21. UNIT	22. UNIT PRICE	23. AMOUNT
	SEE SCHEDULE				

* If quantity accepted by the Government is same as quantity ordered, indicate by X. If different, enter actual quantity accepted below quantity ordered and encircle.

24. UNITED STATES OF AMERICA
TEL: 360-396-2594
EMAIL: Karen.L.Smith@navy.mil
BY: KAREN L. SMITH
Karen L. Smith
CONTRACTING / ORDERING OFFICER

25. TOTAL [illegible]
26. DIFFERENCES

27a. QUANTITY IN COLUMN 20 HAS BEEN
[ ] INSPECTED [ ] RECEIVED [ ] ACCEPTED, AND CONFORMS TO THE CONTRACT EXCEPT AS NOTED

b. SIGNATURE OF AUTHORIZED GOVERNMENT REPRESENTATIVE | c. DATE *(YYYYMMMDD)* | d. PRINTED NAME AND TITLE OF AUTHORIZED GOVERNMENT REPRESENTATIVE

e. MAILING ADDRESS OF AUTHORIZED GOVERNMENT REPRESENTATIVE | 28. SHIP NO. | 29. DO VOUCHER NO. | 30. INITIALS

f. TELEPHONE NUMBER | g. E-MAIL ADDRESS | [ ] PARTIAL [ ] FINAL | 32. PAID BY | 33. AMOUNT VERIFIED CORRECT FOR

36. I certify this account is correct and proper for payment.
a. DATE *(YYYYMMMDD)* | b. SIGNATURE AND TITLE OF CERTIFYING OFFICER | 31. PAYMENT [ ] COMPLETE [ ] PARTIAL [ ] FINAL | 34. CHECK NUMBER | 35. BILL OF LADING NO.

37. RECEIVED AT | 38. RECEIVED BY | 39. DATE RECEIVED *(YYYYMMMDD)* | 40. TOTAL CONTAINERS | 41. S/R ACCOUNT NO. | 42. S/R VOUCHER NO.

DD Form 1155, DEC 2001 PREVIOUS EDITION IS OBSOLETE.

Section B — Supplies or Services and Prices

ITEM NO	SUPPLIES/SERVICES QUANTITY	UNIT Dollars, U.S.	UNIT PRICE	AMOUNT
0001				$ 2,449,835.99

Cost & Fixed Fee Base Year
CPFF
Base Year Cost and Fixed Fee for the Littoral Expeditionary Autonomous PowerBuoy (LEAP) System.

In accordane with Statement of Work LEAP Buoy 1DIQ Contract Task Order 1

FOB: Destination
PURCHASE REQUEST NUMBER: 91521426

ESTIMATED COST	$	2,268,366.66
FIXED FEE	$	181,469.33
TOTAL EST COST + FEE	$	2,449,835.99

ACRN AA $ 2,449,835.99
CIN: 915214260001

ITEM NO	SUPPLIES/SERVICES QUANTITY	UNIT Group	UNIT PRICE	AMOUNT NSP
0002				

Contract Data Requirements List
CPFF

CDRL A0001 in accordance with the Statement of Work Section 5.1 on basic contract for Contractors Progress, Status and Management Report. Delivery dates: 15th day of the month for work performed in the previous month. Deliveries shall go to the Contracting Officer’s Representative. Craig Bleile at craig.bleile@navy.mil. Referenced in Section J.
FOB: Destination

ESTIMATED COST	$	0.00
FIXED FEE	$	0.00
TOTAL EST COST + FEE	$	0.00

Section C — Descriptions and Specifications

STATEMENT OF WORK

Littoral Expeditionary Autonomous Power (LEAP) Buoy
IDIQ Contract Task Order 1
Statement of Work

Prepared For:
Ocean Power Technologies Inc. (OPT)
1590 Reed Road
Pennington. NJ 08534

Prepared By:
NIJWC Division, Keyport

TABLE OF CONTENTS

1.0 Introduction

1.1 Background

The Littoral Expeditionary Autonomous Power Buoy (LEAP) System is established to enhance the Navy's Anti-Terrorism/Force Protection (ATIFP) by providing persistent afloat and port maritime surveillance in the near coast, harbors, piers and littorals worldwide. Waterborne threats, both domestic and overseas, that include boats, swimmers, mini-subs, autonomous vehicles, and highly lethal submerged mines form a substantial window of vulnerability for naval and civilian assets. A viable system for protecting critical infrastructure and military assets from surprise maritime terrorist attacks must include a system that detects and locates surface and subsurface threats. There is a need for persistent and dependable, long-term operation of a surveillance network to provide operational surface vessel tracking capabilities to prevent attacks from small, high-speed vessels. This effort is intended to provide capabilities that bring persistent power at sea to provide power to forward deployed sensors and communications equipment that can detect, track and communicate target information in sufficient time in order to provide decision making capability and operational execution against such threats.

[**]

1.2 Program Overview

The LEAP Program objective is to leverage a combination of existing technologies which includes a wave energy conversion buoy, sensors and communications systems to improve force protection by combining their features and capabilities into a single system. The systems integration shall be achieved through the use of the [**] for integrating with sub-systems and to create a flexible and net-centric architecture that can be distributed across multiple nodes and present a unified Common Operating Picture (COP) to the operators.

The LEAP Program is based on the Ocean Power Technologies (OPT) PowerBuoy® wave energy conversion system, which is an enabling technology for providing power to remote. at-sea sensors and communications technologies. The operational experience and user inputs gained from ocean demonstrations shall indicate those features to be implemented to increase the capability in the near term and provide the cornerstone for further technological enhancements.

1.3 Scope

The scope of this Task Order 1 Statement of Work covers tasks to be performed during Year 1 (the Base Year) of a proposed four-year program to develop a LEAP-based Vessel Detection System Testbed (VDST). The VDST shall be deployed off the Atlantic coast of New Jersey and used to develop and test hardware and software technology for real-time detection of vessels in its littoral coverage area.

The VDST system architecture shall be based on:

- OPT's PowerBuoy Wave Energy Conversion (WEC) technology, which provides a persistent at-sea buoy platform for HE radar transmitters
- COTS multistatic HF radar equipment developed by [**], including at-sea transmitters and shore-based radar transceivers
- The existing Rutgers Coastal Ocean Observatory Laboratory (COOL) facility
- New radar signal processing and vessel detection algorithms to be developed by Rutgers Institute of Marine And Coastal Sciences, [**]
- [**] which provides a Common Operating Picture to the user.

Major tasks currently planned for this Task Order in the Base Year of the contract are:

- Development and laboratory testing of the PowerBuoy Power Take-off (PTO) subsystem
- Deployment of first VDST shore station and HF radar transceiver
- Development and testing of radar signal processing and non-real-time vessel detection algorithms based [**], using VDST shore station in conjunction with an existing radar shore site
- Initial investigations of [**] and signal processing algorithms

2.0 SYSTEM REQUIREMENTS

2.1 System Functional Requirements

The LEAP Vessel Detection System shall:

- Detect small surface vessels within its coverage area
- Provide vessel detection reports to the [**] using standard communications protocols and message formats
- Meet applicable environmental requirements
- Support extended deployment lifetimes and 24/7 operation
- Be scalable to large coverage areas.

2.2 Subsystem Requirements

Detailed requirements for each major LEAP VDST subsystem shall be developed under Task 1, Requirements Analysis and Definition. Subsystem requirements shall be documented in deliverable reports as defined in Institute of Electrical & Electronics Engineers, Inc. (IEEE) Standard 1220 processes, such as System Requirements Specifications (SRS) and Interface Control Documents (ICD).

2.3 Environmental Requirements

Environmental requirements shall be defined separately for at-sea and onshore subsystems.

3.0 STATEMENT OF WORK

3.1 Task 1: LEAP VDST Requirements Analysis and Definition

- Define detailed system requirements
  - Vessel detection parameters and probabilities
  - Detailed environmental requirements
  - Shore station infrastructure
  - Deployment and recovery infrastructure
  - Communications network infrastructure
  - Extended lifetime and deployment area considerations
  - Integration with [**] and other Navy/Coast Guard (CG) systems
- Define detailed program objectives and test requirements
  - Develop phased VDST implementation plan
  - Develop detailed test plans
  - Define post-processing data analysis and management methods
  - Establish performance objectives

3.2 Task 2: Systems Engineering Planning

The contractor shall use a formal process development methodology to plan and control all aspects of system development. The methodology used shall be tailored from the requirements of IEEE Std 1220-2005. The contractor team shall develop a System Engineering Management Plan in accordance with IEEE 1220 including:

- Interface definitions
- Subsystem functional requirements
- Hardware/Software (NW/SW) tradeoffs
- Commercial Off The Shelf (COTS) vs. custom design
- Applicability of existing equipment/facilities
- Real-time system and transition requirements
- Requirements documents

3.3 Task 3: Design LEAP VDST Subsystems

The contractor shall investigate technical trade-offs. conduct laboratory investigations and develop detailed hardware/software designs for each subsystem, as follows. Design documents shall be developed in standard and contractor formats.

3.3.1 Design PowerBuoy Power Take-Off (PTO) Subsystem

- Develop PTO requirements specification
- Develop PTO subsystem design specifications
- Conduct PTO conceptual design and trade-offs
- Develop detailed H W/SW designs
- Develop manufacturing drawings

- Conduct design reviews 3.3.2

Configure HF Radar System

- Procure COTS [**] (1 unit), to be deployed at first VDST shore station. This consists of radar transmitter, receiver and radar signal processor.
- Procure and install COTS [**] (1 unit)
- Identify potential locations for radar systems
- Procure and install COTS [**] Software Package [**] (1 unit), to be deployed at first VDST shore station
- Procure COTS [**] (1 unit), to be deployed on PowerBuoy platform

3.3.3 Design Vessel Detection Processor

- Define and optimize threshold levels for vessel detection
- Define and optimize background noise levels for vessel detection
- Define and optimize integration times for vessel detection

3.3.4 Design [**] Network Interface Processor

- Define host and network requirements
- Define LEAP VDST interface
- Define [**] protocol and network interfaces
- Evaluate Government Furnished (GFI) Software used in [**] and CG systems
- Design [**] message processing SW
- Design [**] network protocol/interface processing SW

3.3.5 Configure [**] System

- Configure [**] system for LEAP testing using COTS I-IW and GFI SW

3.4 Task 4: Build and Test Prototype Subsystems

3.4.1 Build and Test PowerBuoy PTO Subsystem

- PTO manufacturing and procurement
- Perform acceptance testing of PTO components
- Perform preliminary PTO system integration
- Conduct PTO laboratory testing and measure power generation capacity
- Perform redesign/rework as needed

3.4.2 Build and Test HF Radar System

- Install and calibrate first High Frequency (HF) radar system at shore station
- Configure and integrate [**] transmitter electronics

3.4.3 Build and Test Vessel Detection Processor

- Test and analyze performance of vessel detection processor, based on bistatic operation using first VDST shore station and existing Rutgers shore site
- Examine environmental conditions (sea state, radio interference, external noise) impacting performance of VDST
- Plan development for real time VDST

3.4.4 Configure and Test [**] Network Interface Processor

- Configure standard Wintel host and network interfaces
- Develop and test LEAP VDST interface
- Develop and test [**] protocol and network interfaces
- Integrate GFI SW as needed
- Develop and test [**] message processing SW
- Develop and test [**] network protocol/interface processing SW
- Software integration and standalone testing

3.4.5 Configure and Test [**] System

- Procure COTS HW (Wintel, Sun server for Common Joint Mapping Tool Kit)
- Install GFI [**] SW
- Preliminary SW testing and familiarization

3.5 Task 5: Preliminary Subsystem Testing

- Radar/VDST integration testing
- VDST/[**] integration testing
- [**] integration testing
- VDST/[**] integration testing

3.6 Task 6: Test Data Reduction anti Analysis

- Correlation of VDST results with known shipping traffic
- Correlation of VDST results with known ambient wave climate
- VDST performance analysis including detection and false alarm probabilities and dependence on ambient wave/wind climates
- Identify and resolve anomalies

3.7 Task 7: Real-Time System Transition Studies

- Develop real-time vessel detection system architecture
- Investigate technical trade-offs in conversion from offline to real-time signal processing and vessel detection algorithms
- Investigate signal processing partitioning between VDST and [**] trackers and data fusion framework
- Plan phased implementation of real-time system

3.8 Task 8: Follow-on Work

- Develop recommendations for follow-on work
- Identify key performance drivers and operational improvements
- Identify production transition issues and risk mitigation strategies

3.9 Task 9: Program Management

The contractor shall designate a project manager who shall be responsible for the control and coordination of all work performed on this delivery order. The contractor shall provide the project manager’s name, in writing, to the PCO within 7 days after issuance of delivery order.The contractor PM shall establish and maintain a program plan, schedules, budgets, work assignments/allocations, and delivery plans.

4.0 DELIVERABLES

4.1 Documentation

Documentation deliverables are shown in Table 1. These deliverables may be revised as necessary in accordance with the IEEE Std 1220 process development methodology to be used in the proposed program.

B001	System Specification	One time
B002	System Interface Specification	One time
B003	Subsystem Specification	One per subsystem
B004	Subsystem Interface Specifications	One per subsystem
B005	Subsystem Integration Test Plan	One time
B006	System Test Plan	One time
B007	System Test Results	One time
B008	Program Status Report	bimonthly
B009	Final Technical Report for Task Order I	One time

Table 1: Deliverable Documentation

5.0 Government Furnished Items

5.1 Government Furnished Information (GFI).

The contractor shall identify and request any Government Furnished Information (GFI) deemed necessary to complete SOW requirements. The Government will assist the contractor in obtaining information. This includes technical manuals, training materials and information. drawings, specifications. procedures, processes, and quality system documents required for the performance of engineering, logistics. and technical support. Software related to the [**] will be made available for use on contractor hardware to assist in integration tasking, if the contractor should desire. The government shall assist in loading and configuring [**] software at Keyport. Wa. As required.

5.2 Return of Government Furnished Items.

All GFI and GFE provided to or acquired by the contractor shall be returned to the Government upon completion of assigned tasking.

6.0 Deliverables

The Contractor shall provide data in accordance with the Statement of Work (SOW) and DD Form 1423, CDRLs, as specified under each task order issued under this contract. The base SOW contains the following deliverable data:

CDRL	SOW PARA	TITLE OF DATA ITEM	FREQUENCY
A001	5.1	Contractors Progress, Status and Management Report	15th day of the month for work performed in the previous month.

Documentation shall be delivered to the Government in MS Office soft copy format and hard copy using Contractor format. If unable to submit electronically, data shall be provided by mail to: Craig M. Bleile. NAVSEA KPWA 44, 610 Dowell Street, Keyport, WA 98345-7610.

7.0 Special Conditions

The following special conditions shall apply to the contractor in the performance of the tasks under this IDIQ contract.

7.1 SBIR Phase III

The LEAP technology was originally developed under the Small Business Innovation Research (SBIR) Program. specifically Topic Number N00-116. entitled Modular 100kW Wave Powered Electric Generator (SBIR Phase I Contract Number N00014-01-M-0041 and Phase 11 Contract Number N00014-02-C-0034). The work to be performed under this IDIQ contract extends the work performed under these prior SBIR Phase I and Phase II contracts, and as such is accorded all rights of an SBIR Phase III funding agreement.

7.2 SBIR Data Rights

This contract incorporates the following clause:

DFARS 252.227-7018 Rights In Noncommercial Technical Data And Computer Software—Small Business Innovation Research (SBIR) Program (JUN 1995) (Also applies to STTR programs)

7.3 Packaging and Marking

Preservation, packaging, packing and marking of all deliverable contract line items shall conform to normal commercial packing standards to assure safe delivery at destination.

All reports. briefs, technical documents, etc. submitted to the Government under this contract should contain the following legend:

SBIR or STTR DATA RIGHTS

Topic Numbers:	N95-074 and N00-116
Contract No.:	N00014-09-C-01 15
Contractor Name:	Ocean Power Technologies, Inc.
Contractor Address:	1590 Reed Road; Pennington, NJ 08534-5010

The Government’s rights to use, modify, reproduce, release, perform, display, or disclose technical data or computer software marked with this legend are restricted as provided in paragraph (b)(4) of DFARS 252-227-7018. Rights in Noncommercial Technical Data and Computer Software—Small Business Innovative Research (SBIR) Program.

Section E — Inspection and Acceptance

INSPECTION AND ACCEPTANCE TERMS

Supplies/services will be inspected/accepted at:

CLIN	INSPECT AT	INSPECT BY	ACCEPT AT	ACCEPT BY
0001	Destination	Government	Destination	Government
0002	Destination	Government	Destination	Government

Section F — Deliveries or Performance

DELIVERY INFORMATION

CLIN	DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
0001	POP 25-SEP-2009 TO 24-SEP-2010	N/A	NAVAL UNDERSEA WARFARE CENTER RECEIVING OFFICER ATTN: DIVISION KEYPORT SUPPLY OFFICER BLDG 893 610 DOWELL STREET KEYPORT WA 98345-7610 360 396-2776 FOB: Destination	N00253
0002	POP 25-SEP-2009 TO 24-SEP-2010	N/A	N/A FOB: Destination	

Section G — Contract Administration Data

ACCOUNTING AND APPROPRIATION DATA

AA: 1791319 75XZ 253 SASLM 0 068342 2D 527530 9D90A000C0NO
AMOUNT: $2,449,835.99
CIN 915214260001: $2,449,835.99

CLIN	JOB ORDER	FUNDS EXP. DATE	FUNDED QTY	FUNDED AMT
0001	0195SBR	30-SEP-2009	1.00	$2,449,835.99

CLAUSES INCORPORATED BY FULL TEXT

HQ G-2-0007 INVOICE INSTRUCTIONS (NAVSEA) (OCT 2006)

(a) In accordance with the clause of this contract entitled “ELECTRONIC SUBMISSION OF PAYMENT REQUESTS" (DFARS 252.232-7003), the Naval Sea Systems Command (NAVSEA) will utilize the DoD Wide Area Workflow Receipt and Acceptance (WAWF) system to accept supplies/services delivered under this contract. This web-based system located at https://wawf.eb.mil provides the technology for government contractors and authorized Department of Defense (DoD) personnel to generate, capture and process receipt and payment-related documentation in a paperless environment. Invoices for supplies/services rendered under this contract shall be submitted electronically through WAWF. Submission of hard copy DD250/invoices may no longer be accepted for payment.

(b) It is recommended that the person in your company designated as the Central Contractor Registration (CCR) Electronic Business (EB) Point of Contact and anyone responsible for the submission of invoices, use the online training system for WAWF at http://wawftraining.com. The Vendor. Group Administrator (GAM), and sections marked with an asterisk in the training system should be reviewed. Vendor Quick Reference Guides also are available at http://acquisition.navy.mil/navyaos/content/view/ful1/3521/. The most useful guides are “Getting Started for Vendors” and “WAWF Vendor Guide”.

(c) The designated CCR EB point of contact is responsible for activating the company’s CAGE code on WAWF by calling 1-866-618-5988. Once the company is activated. the CCR EB point of contact will self-register under the company’s CAGE code on WAWF and follow the instructions for a group administrator. After the company is setup on WAWF, any additional persons responsible for submitting invoices must self-register under the company’s CAGE code at https://wawf.eb.mil.

(d) The following information regarding invoice routing is provided for completion of the invoice in WAWF:

WAWF Invoice Ty pe	Cost Voucher
Pay DoDAAC	HQ0337
Admin DODAAC	S3915A
Inspection	Desination
Acceptance	Desination
Fast Pay (FAR 52.213-1 required)	No

WAWF Invoice Ty pe	Cost Voucher
Ship To Code (DoDAAC)	N00253
LPO DODAAC (if applicable)	***
DCAA DODAAC (if applicable)	HAA310
Applicable CLIN/SLIN	0001

For detailed instructions on submitting documents in WAWF, please review the information posted at the following link:

http://acquisition.navy.mil/rda/home/acquisition_one_source/ebusiness/don_ebusiness_solutions/wawf_overview/vendor_information

Attachments created in any Microsoft Office product may be attached to the WAWF invoice, e.g., backup documentation, timesheets. etc. Maximum limit for size of each file is 2 megabytes. Maximum limit for size of files per invoice is 5 megabytes.

(e) Before closing out of an invoice session in WAWF, but after submitting the document(s), you will be prompted to send additional email notifications. Click on "Send More Email Notification" and add the acceptor/receiver email addresses noted below in the first email address block, and add any other additional email addresses desired in the following blocks. This additional notification to the government is important to ensure that the acceptor/receiver is aware that the invoice documents have been submitted into WAWF.

Send Additional Email Notification To:

Receiptcontrol.nuwckpt.fct@navy.mil
Tariq.al-agba@navy.mil
Craig.bleile@navy.mil

(f) The contractor shall submit invoices for payment per contract terms and the government shall process invoices for payment per contract terms.

(g) For specific questions regarding your invoice please contact the Keyport Vendor Pay group at (360) 315-8500 or at vendorpay.nuwckpt.fct@navy.mil. If you have any questions regarding WAWF, please contact the WAWF helpdesk at the above 1-866 number or the NAVSEA WAWF point of contact Margaret Morgan at (202) 781-4815 or margaret.morgan@navy.mil.

(End of Text)

Section J — List of Documents, Exhibits and Other

Attachments LIST OF ATTACHMENTS

Attachment

1. Contract Data Requirements List (CDRL) A0001

CONTRACT DATA REQUIREMENTS LIST
(2 Data Items)

Form Approved
OMB No. 0704-0188

A. CONTRACT LINE ITEM NO.: 0002
B. EXHIBIT:
C. CATEGORY: TDP TM OTHER X
D. SYSTEM/ITEM: LEAP
E. CONTRACT/PR NO.: N00253-09-D-0005
F. CONTRACTOR: OCEAN POWER TECHNOLOGIES, INC.

1. DATA ITEM NO.: A001
2. TITLE OF DATA ITEM: CONTRACTOR'S PROGRESS,STATUS AND MGT REPORT
3. SUBTITLE: CONTRACTOR'S STATUS
17. PRICE GROUP:
4. AUTHORITY (Data Acquisition Document No.): DI-MGMT-80227
5. CONTRACTING REFERENCE: SOW PARA 5.1 BASIC CONTRA
6. REQUIRING OFFICE: NUWC DIV KEYPORT CODE 44
18. ESTIMATED TOTAL PRICE: $0
7. DD 250 REQ: SD
8. APP CODE:
9. DIST STATEMENT REQUIRED:
10. FREQUENCY: MTHLY
11. AS OF DATE: 11/15/2009
12. DATE OF FIRST SUBMISSION: W/IN 45 DAYS OF AWARD
13. DATE OF SUBSEQUENT SUBMISSION: See # 16

16. REMARKS

SYSTEM: LITTORAL EXPEDITIONARY AUTONOMOUS POWER (LEAP) BUOY

FREQUENCY: 15TH DAY OF THE MONTH FOR WORK PERFORMED IN THE PREVIOUS MONTH

14. DISTRIBUTION

a. ADDRESSEE	b. COPIES Draft	Final Reg	Final Repro
DCMC			1
NUWC KPT C/44		1	
	0		
			0
			0
			0
	0	0	0
	0	0	0
	0	0	0
	0	0	0
15. TOTAL	0	0	0

1. DATA ITEM NO.:
2. TITLE OF DATA ITEM:
3. SUBTITLE:
17. PRICE GROUP:
4. AUTHORITY (Data Acquisition Document No.):
5. CONTRACTING REFERENCE:
6. REQUIRING OFFICE:
18. ESTIMATED TOTAL PRICE: $0
7. DD 250 REQ:
8. APP CODE:
9. DIST STATEMENT REQUIRED:
10. FREQUENCY:
11. AS OF DATE:
12. DATE OF FIRST SUBMISSION:
13. DATE OF SUBSEQUENT SUBMISSION:

16. REMARKS

14. DISTRIBUTION

a. ADDRESSEE	b. COPIES Draft	Final Reg	Final Repro
		0	
15. TOTAL			

G. PREPARED BY: TINA SAN FELIPO
H. DATE: 09/16/09
I. APPROVED BY: CRAIG BLEILE
J. DATE: 09/17/09

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT

I, Mark R. Draper, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ocean Power Technologies, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or other persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Mark R. Draper
Mark R. Draper
Chief Executive Officer

Date: December 10, 2009

Exhibit 31.2

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT**

I, Charles F. Dunleavy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ocean Power Technologies, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or other persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Charles F. Dunleavy
Charles F. Dunleavy
Chief Financial Officer

Date: December 10, 2009

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Ocean Power Technologies, Inc. (the "Company") for the period ended October 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Mark R. Draper, Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Mark R. Draper
Mark R. Draper
Chief Executive Officer

Date: December 10, 2009

Exhibit 32.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Ocean Power Technologies, Inc. (the “Company”) for the period ended October 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, Charles F. Dunleavy, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Charles F. Dunleavy
Charles F. Dunleavy
Chief Financial Officer

Date: December 10, 2009