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

Form 8-K

Current Report Pursuant to Section 13 or 15(d) of
the Securities Act of 1934

Date of Report (Date of earliest event reported): **February 22, 2019**

Ocean Power Technologies, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-33417**	**22-2535818**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

28 Engelhard Drive **Monroe Township, New Jersey** (Address of principal executive offices)	**08831** (Zip Code)

(609) 730-0400
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CRF 240.133-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

Item 7.01. Regulation FD Disclosure.

On February 22, 2019, Ocean Power Technologies, Inc. (the "Company") updated their investor presentation. A copy of the investor presentation is furnished as Exhibit 99.1 to this report and is also available on the Company's website at www.oceanpowertechnologies.com.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in the attached Exhibit 99.1 shall be deemed to be "furnished" and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

Exhibit Number	Description
*99.1	Investor Presentation

*Furnished herewith.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 22, 2019

OCEAN POWER TECHNOLOGIES, INC.

/s/ George H. Kirby III

George H. Kirby III
President and Chief Executive Officer

INVESTOR PRESENTATION

FEBRUARY 2019

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Ocean Power Technologies, Inc.

Investor Presentation

February 2019

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Forward Looking Statements

In addition to historical information, this presentation contains forward-looking statements that are within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are identified by certain words or phrases such as "may", "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions. These forward-looking statements are based on assumptions made by management regarding future circumstances over which the company may have little or no control and involve risks, uncertainties and other factors that may cause actual results to be materially different from any future results expressed or implied by such forward-looking statements. Some of these factors include, among others, the following: future financial performance; expected cash flow; ability to reduce costs and improve operational efficiencies; revenue growth and increased sales volume; success in key markets; competition; ability to enter into relationships with partners and other third parties; delivery and deployment of PowerBuoys®and other products and services; increasing the power output of PowerBuoys®; hiring new key employees; expected costs of company products; and building customer relationships. Please refer to our most recent Forms 10-Q and 10-K and subsequent filings with the SEC for a further discussion of these risks and uncertainties. We disclaim any obligation or intent to update the forward-looking statements in order to reflect events or circumstances after the date of this presentation.

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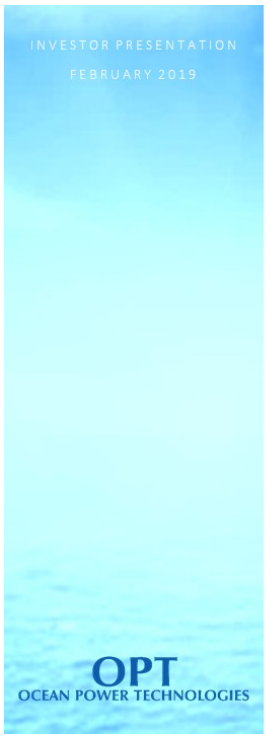

Ocean Power Technologies… Who We Are

""OPT is a manufacturer of distributed offshore power equipment which provides persistent, reliable and economical power and communications for remote offshore topside and subsea applications."

OPT Target Markets

Offshore Oil & Gas	Defense & Security	Science & Research	Telecommunications

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Ocean Power Technologies… Quick Facts

- NASDAQ: OPTT
- Market Cap: approx. $10M
- TTM Revenue: approx. $400K*
- Cash & Equivalents: $4.6M*
- Organization: Over 40 employees including deep engineering capabilities
- Intellectual Property: Proprietary technology with over 60 patents and several pending
- Headquarters: Monroe, New Jersey

* TTM and Cash as of October 31, 2018; market capitalization as of January 2019

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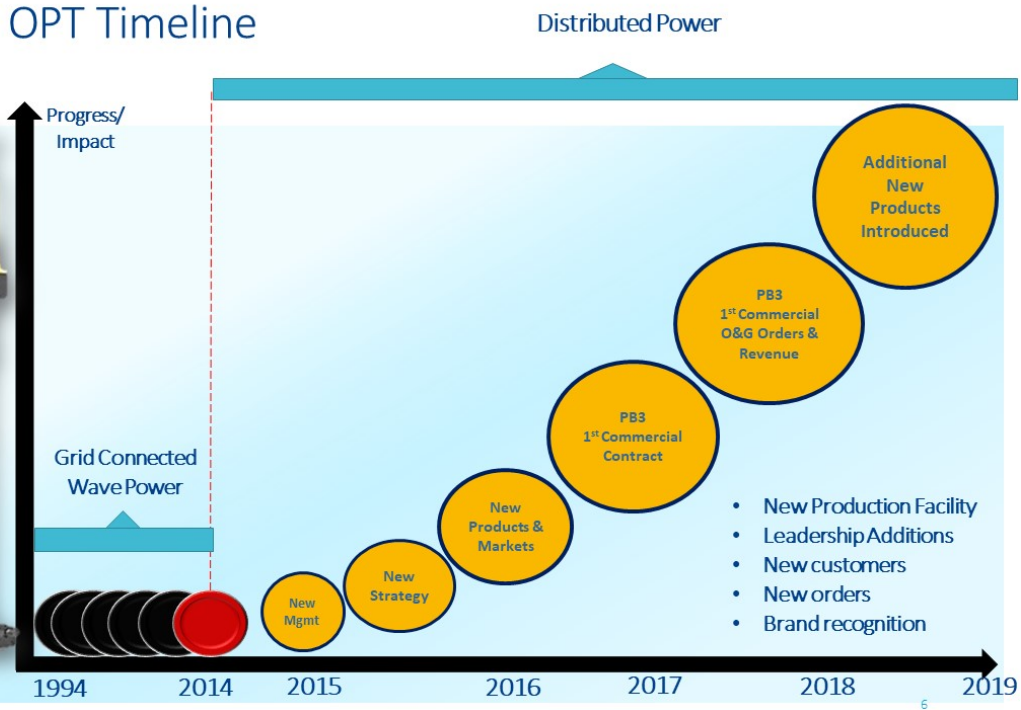
OCEAN POWER TECHNOLOGIES

OPT Timeline



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Recent Highlights

- ✓ New product developments and new technology patent awards and filings
- ✓ * Robust opportunity pipeline – $ millions proposals issued
- ✓ * Oil & gas customer PowerBuoy® delivery
- ✓ * Multiple PowerBuoy® builds to address demand
- ✓ Added key senior leadership – business development and engineering

*OPT 1st

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Customer Projects

Eni S.p.A.	▪ 1 ½ year lease ▪ 1 ½ year extend option ▪ Purchase option ▪ Deployed in Adriatic Sea
Premier Oil	▪ 9-month lease w/ext. option ▪ Purchase option ▪ Summer '19* ship ▪ Deploy in Central North Sea
Enel	▪ Chile feasibility study ▪ Nov.-Dec. '18 evaluation ▪ Potential deployment in Chilean waters

** Estimated Dates*

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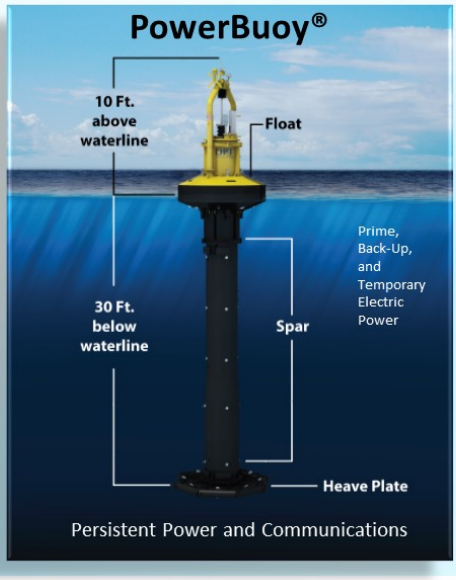
How Our Technology Works



- Floating system… standard ***anchorage*** down to 3,000 meters
- Submerged ***heave plate*** & ***spar***… remain motionless in ocean waves
- ***Float*** rides ocean waves… driving an ***electric generator*** which charges ***on-board batteries***
- Smart device… allows remote control and monitoring
- Up to 150 kW-h stored energy… for on-board or subsea payloads
- Data communications… topside and subsea

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PowerBuoy® Market Value Proposition

Cost Savings and Operational Flexibility

- *Savings by eliminating vessels…*
  "unmanned station" provides persistent power and communications
- *Increased safety…*
  by allowing remote operations from shore
- *Faster operational decision-making…*
  from real-time subsea data communication
- *Sustainability…*
  decreased operational carbon footprint
- *Further savings and flexibility…*
  by powering new subsea technologies

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Strategic Position

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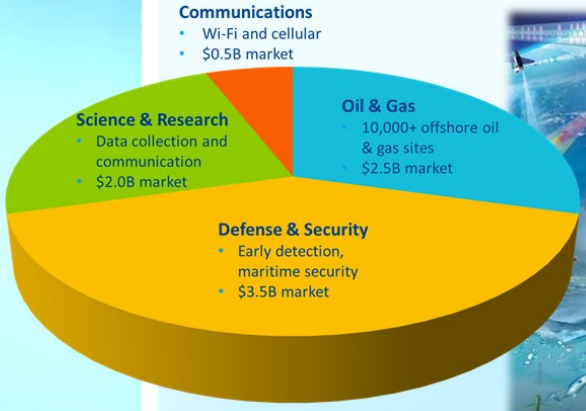
The Blue Economy – Our Total Addressable Market



Targeting 10-20% displacement

Long-Term TAM > $1.0B

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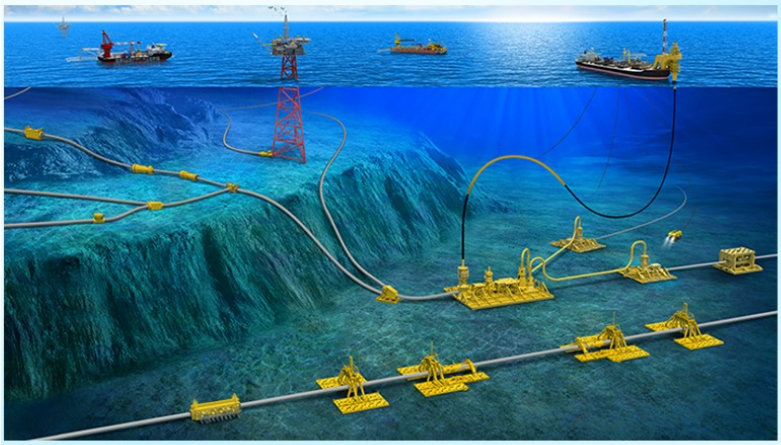
Offshore Oil & Gas

Applications

- Improved site safety and security
- Equipment monitoring and control
- Communications
- Subsea battery charging
- Subsea robots and drones
- Seismic mapping
- Reservoir management



http.oilstates.com/offshore/subsea-pipeline-products

Key drivers

- Moving toward electrification and digitization
- >10,000 sites require power
- Deep/ultra-deep waters means farther offshore
- New technology investment
- Oil field decommissioning

Defense & Security

Applications

- Early warning systems and remote surveillance
- Remote networks and communications
- Subsea charging stations for AUV
- Remote radar and sonar stations
- Electro-optical and infrared sensors

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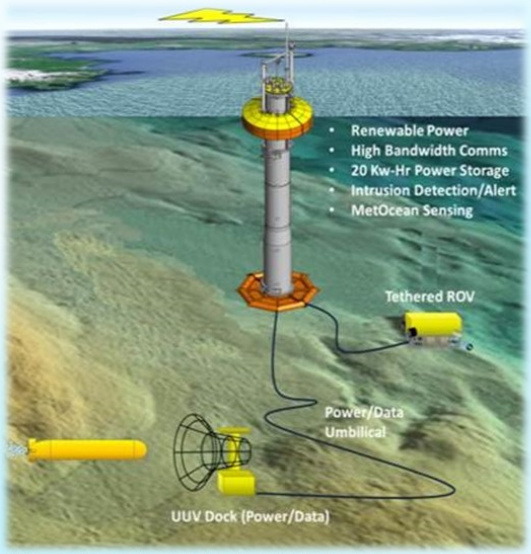


Key drivers

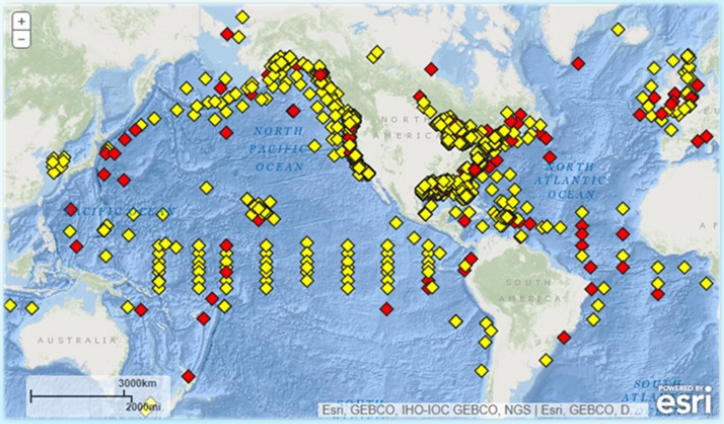
- Surface threat detection
- Subsea / submarine / AUV threat detection
- Disputed territories
- Remote communication gaps and complexity
- Operational flexibility

TAM source: Global Border and Maritime Security Market Executive Summary, Frost & Sullivan, February 2014

Science & Research

Applications

- Climate change
- Weather forecasting
- Ocean currents, waves, chemistry, and seismometry
- Fish and mammal migration
- Environmental and biological monitoring



Source: National Data Buoy Center website

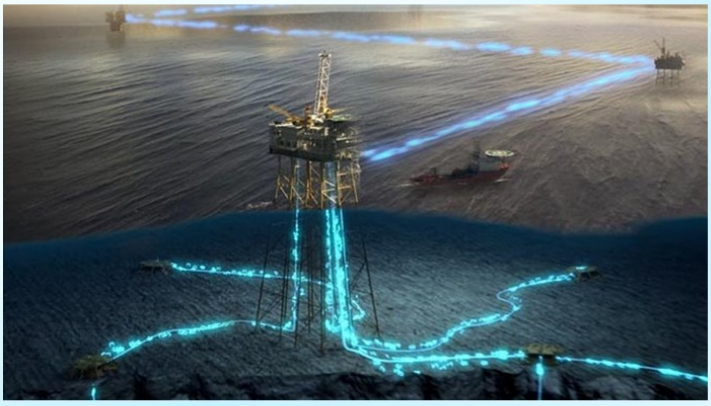
Key drivers

- Life-cycle cost
- Power availability and persistence
- Real-time environmental intelligence
- Increasing big-data requirements

Communications

Applications

- Military/civilian remote Wi-Fi and cellular comms
- Range extension and data relay stations
- 4G offshore base stations
- Quick-deploy search and rescue
- Migrant offshore aid station



Credit: Tampnet Website

Key drivers

- Disaster recovery
- Increasing big-data requirements
- Deep water operations
- Bandwidth constrained satellite comms

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Offshore Oil & Gas - Example

Oil Field Decommissioning Market Segment

Offshore oil & gas production facilities to be decommissioned between 2018 to 2025*

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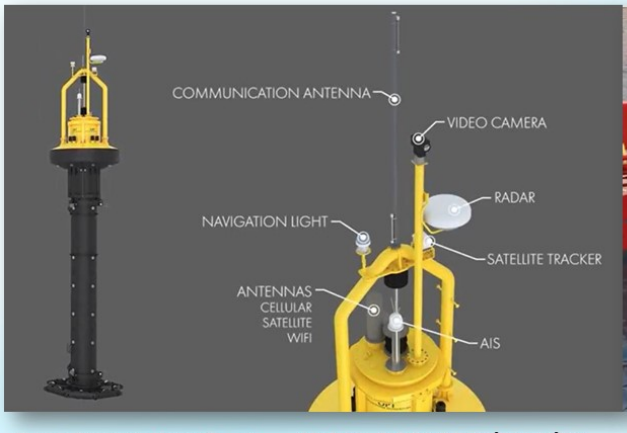
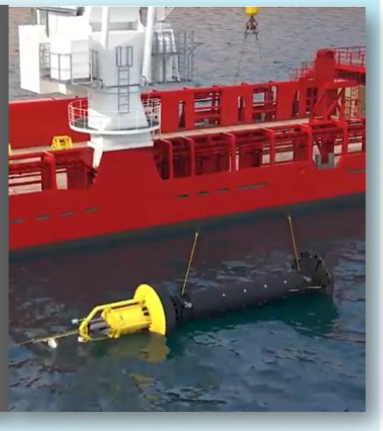
Transaction Economics





Base PowerBuoy® +

- Sale or Lease

Value-Added Engineering +

- Packaged Options
- Customization
- Integration Services

Support Services

- Marine Services
- Remote Monitoring
- Extended Service Agreements

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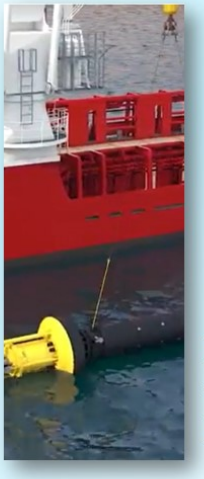
Products and Services – Fully Commercial Today

PB3 PowerBuoy®

- Long Deployments
- Persistence
- Permanency
- Low Maintenance
- Renewable



Support Services

- Customization
- Packaged Options
- Engineering/Design
- Innovation/Testing
- Marine Services

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Products and Services – Under Development

hybrid PowerBuoy®

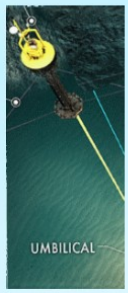
- Shorter Deployments
- High Energy Storage
- Low Maintenance
- Modular / Scalable

Subsea Battery Solutions

- Shorter Deployments
- Low Maintenance
- Complements PowerBuoy®

Anchorless PowerBuoy®

- Advanced Design
- Self Propelled
- Quick Deploy
- Defense Focus



Integrated Mooring

- Combined power and comms
- Quick installation

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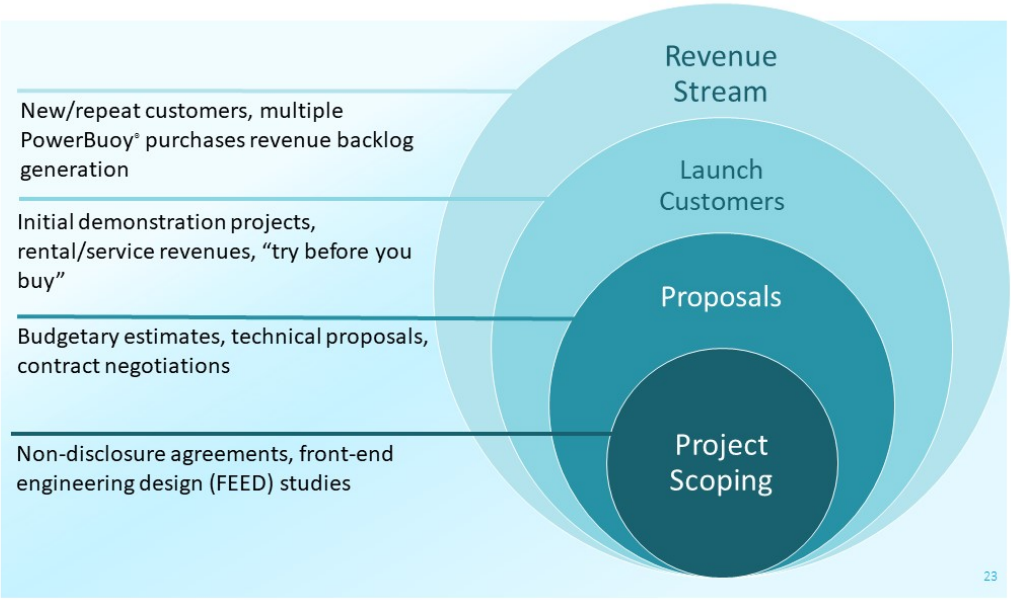
Target Market Buying Process



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Management Team – Experienced and Disciplined

Executive	Title	Selected Experience
George H. Kirby	Chief Executive Officer	GE, AECOM, SAIC, amsc
Matthew T. Shafer	Chief Financial Officer	Arthur Andersen, tyco, Catalent, Valeant

Sophisticated and engaged board of directors
Energized and talented organization

Financial Profile

Selected Financial Information (in 000s)	
Balance Sheet (unaudited)	**10/31/18**
Cash, equivalents, restricted cash	$4,556
Total current assets	$5,863
Property & equipment, net	$676
Total current liabilities	$2,948
Essentially no debt on balance sheet	

Capital Structure	
Total shares outstanding [1]	18,992,086
% owned by directors & officers [2]	>1.7%
Warrants outstanding	324,452
Options outstanding	359,454

Dollars in thousands, except per share data; capital structure as of 10/31/18 unless otherwise noted
(1) Excludes warrants and options outstanding
(2) As of FY19 Annual General Meeting of Shareholders Proxy Statement

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Investment Thesis

- Fully commercial and growing
- Innovative products and services
- Strong intellectual property portfolio
- Large and diverse addressable markets:
  - Offshore Oil & Gas
  - Defense & Security
  - Science & Research
  - Telecommunications
- Burgeoning demand
- Experienced and disciplined management

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Contacts

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Chief Financial Officer & Treasurer
mshafer@oceanpowertech.com
(609) 730-0400

Porter, LeVay & Rose
Michael Porter, President
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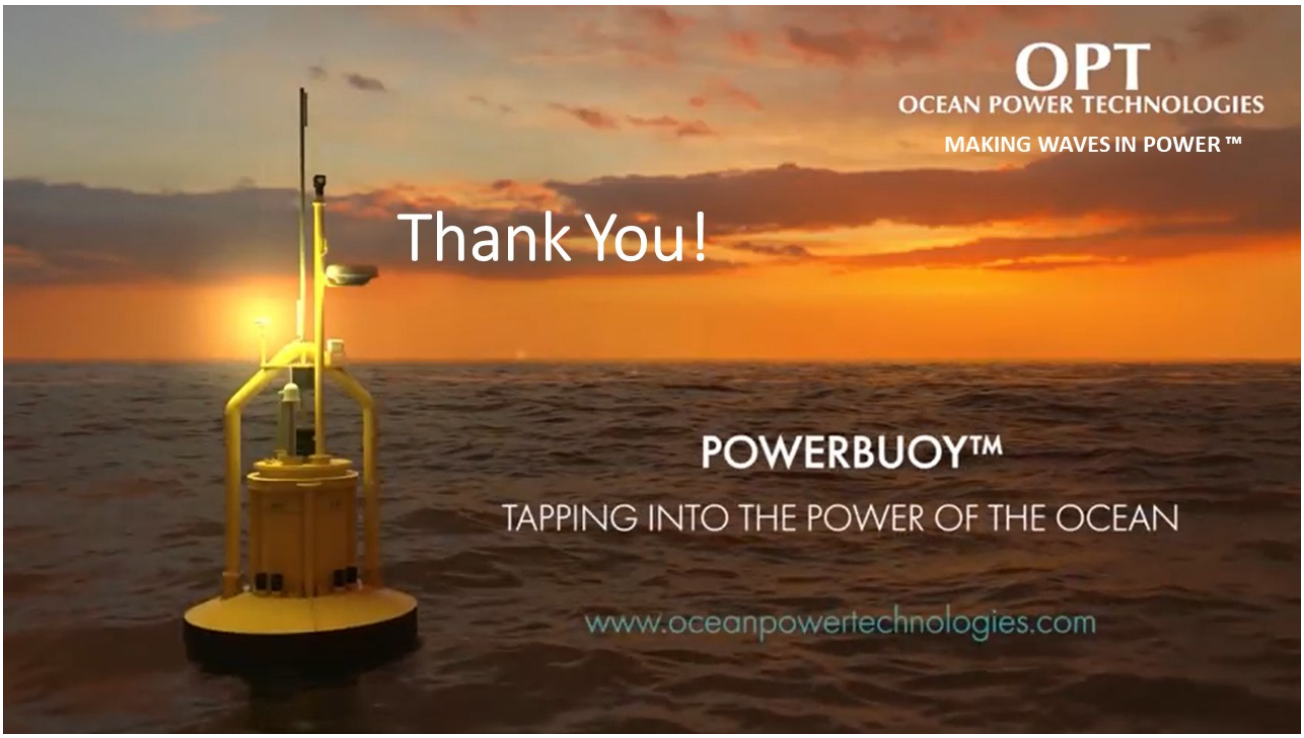
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MAKING WAVES IN POWER ™
Thank You!
POWERBUOY™
TAPPING INTO THE POWER OF THE OCEAN
www.oceanpowertechnologies.com

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Appendix: New Products

Hybrid PowerBuoy®

- Over 1,000 kW (1+ MegaWatt) energy capability
- Compact, lightweight, and easy to deploy
- "Hot-swap" instead of refueling at sea
- Scalable for higher-powered applications
- Quick/easy shipment to remote locations

Applications:

- Subsea battery recharging
- Short-duration ROV and AUV deployments
- Topside surveillance applications
- Emergency backup and auxiliary power
- Ocean monitoring, weather stations, sensor power
- Modular chemical injection

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Subsea Battery Solutions

- High performance/cost efficient power
- Quick and easy to deploy and retrieve
- Insensitive to severe weather conditions
- Modular components - wide range of capabilities
- Proven and robust technology components

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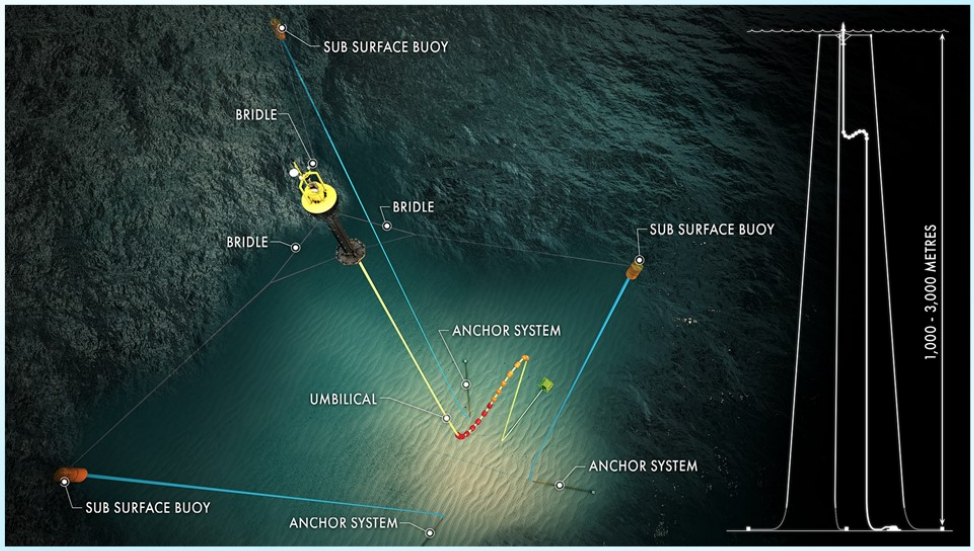
Anchorless PowerBuoy®

- Self-propelled – no anchor needed!
- Self contained – no external moving parts
- Remotely operated smart device
- Quick deploy and simple retrieve
- Liquid-fueled back-up
- Leverages OPT ocean-proven designs & capabilities

Mooring Systems



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"Skate to where the puck's going to be, not where it's been."
– Wayne Gretzky

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Commercialization Strategy

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Defense & Security - Strategy

OPT's PB3 PowerBuoy®
(Fully Commercial)

Office of Naval Research
ONR
Science & Technology

Defense Contractors

Defense Strategy

Leverage Existing DOD Contracts

Rapid Funding Organizations

OPT's Anchorless PowerBuoy®
(Under Development)

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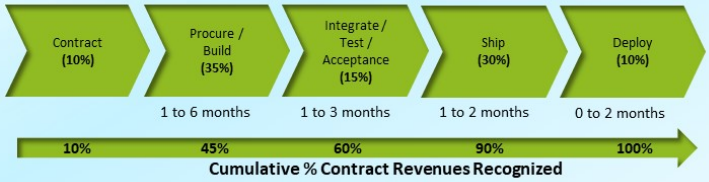
Project Economics

PowerBuoy® RENTAL and Services

Example sequential payment milestones (% contract revenues recognized) and timing

PowerBuoy® SALE and Services

Typical preferred sequential payment milestones (% contract revenues recognized) and timing



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Sources and References

Market Supporting Information and Sources

Total Addressable Market
The National Oceanographic and Atmospheric Administration ("NOAA") 2016 Ocean Enterprise Report

Oil & Gas
Source: U.S. Bureau of Safety and Environmental Enforcement
Greater than 10,000 sites are currently in operation or ready for decommissioning.

Ocean Observing
The National Oceanographic and Atmospheric Administration ("NOAA") 2016 Ocean Enterprise Report
Estimated total addressable market is $2B for 5 fiscal years beginning 2017. The market was refined for in-situ vs remote systems and also for the different types of in-situ systems such as fixed vs mobile; this was based on data from 2 publicly available reports.

Defense & Security
Global Border and Maritime Security Market Executive Summary, Frost and Sullivan report, February 2014
Estimated total addressable market is $3.5B based on whether applications are coastal, remote, or aerial systems.

Communications
2015 Frost & Sullivan Oil & Gas Satellite Communications market report
The estimated total addressable market is $0.5B for 5 fiscal years beginning 2017.

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Decommissioning Sources

Footnote:

- Oil & Gas UK Decommissioning Insight 2017 https://oilandgasuk.co.uk/wp-content/uploads/2017/11/Decommissioning-Report-2017-27-Nov-final.pdf
- Decommissioning Opportunities in Brazil's Oil and Gas Horizon https://www.export.gov/article?id=Decommissioning-Opportunities-in-Brazil-s-Oil-and-Gas-Horizon
- Deloitte: Decommissioning has potential to be Australia's next oil and gas boom https://www2.deloitte.com/au/en/pages/media-releases/articles/australias-next-oil-and-gas-boom-160517.html
- Preparing for the Next Wave of Offshore Decommissioning https://www.bcg.com/publications/2018/preparing-for-next-wave-offshore-decommissioning.aspx
- WoodMac: $32 billion to be spent on decommissioning worldwide in 5 years https://www.ogj.com/articles/2018/07/woodmac-32-billion-to-be-spent-on-decommissioning-worldwide-in-5-years.html

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