

**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 Exchange Act of 1934**

Date of report (Date of earliest event reported): November 5, 2020



BLOOM ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

001-38598

(Commission File Number)

Delaware

(State or other jurisdiction of incorporation)

77-0565408

(I.R.S. Employer Identification No.)

4353 North First Street, San Jose, California

(Address of principal executive offices)

95134

(Zip Code)

408 543-1500

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class ⁽¹⁾	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.0001 par value	BE	New York Stock Exchange

⁽¹⁾ The registrant's Class B Common Stock is not registered but is convertible into shares of Class A Common Stock at the election of the holder.

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

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On November 5, 2020, the Board of Directors (the “Board”) of Bloom Energy Corporation (the “Company”) amended and restated the Company’s Amended and Restated Bylaws (as amended and restated, the “Restated Bylaws”).

The Restated Bylaws have been revised to, among other things:

- provide greater flexibility to the Board upon the adjournment of an annual or special meeting of stockholders (Article I, Section 1.4);
- give the Board (and not just the chairperson) authority to adopt rules of conduct for stockholder meetings (Article I, Section 1.6);
- revise the advance notice provisions to, among other things: (i) clarify that the notice must comply with the Restated Bylaws; (ii) provide the Company broader authority to request information from director nominees; (iii) clarify the use of definitional terms used in this section; and (iv) provide for reopening of the window if there is an increase in the size of the Board at any point after the advance notice window closes (Article I, Section 1.11);
- update to give the chairperson authority to adjourn Board meetings (Article II, Section 2.6);
- update the notice provisions to track current Delaware law (Article VII);
- clarify that the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act of 1933, as amended (Article XI); and
- effect certain other technical, conforming, modernizing and clarifying changes to the Restated Bylaws.

The foregoing description of the Restated Bylaws does not purport to be complete and is qualified in its entirety by reference to the full text of the Restated Bylaws, a copy of which is attached hereto as Exhibit 3.2 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
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3.2	Amended and Restated Bylaws, as effective November 5, 2020
104	Cover page interactive data file (embedded within the inline XBRL document)

SIGNATURES

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

BLOOM ENERGY CORPORATION

Date: November 12, 2020

By: /s/ Shawn M. Soderberg
Shawn M. Soderberg
EVP, General Counsel and Secretary