

DISTRIBUTED ENERGY SYSTEMS CORP  
Form 8-K  
August 31, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): August 27, 2007**

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**Distributed Energy Systems Corp.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction)

**000-50453**  
(Commission File Number)

**20-0177690**  
(IRS Employer

of Incorporation

Identification No.)

**10 Technology Drive, Wallingford, Connecticut**  
(Address of Principal Executive Offices)

**06492**  
(Zip Code)

**Registrant's telephone number, including area code: (203) 678-2000**

(Former Name or Former Address, if Changed Since Last Report)

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

- “ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

(b) On August 27, 2007, Richard S. Grant informed the registrant that he is resigning from the board of directors as of August 31, 2007. In his resignation letter, Mr. Grant stated, "When I joined the Board of DESC last December it was specifically to support the long term development of our Proton hydrogen business unit. Our financing plan through Perseus requires the sale of our Proton business unit, and following our shareholder approval of the plan at our annual meeting this proposed sale process is now well underway. As a result I feel that the original rationale for my being a member of the Board no longer exists."

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.

DISTRIBUTED ENERGY SYSTEMS CORP.

Date: August 31, 2007

By: /s/ Peter J. Tallian  
Peter J. Tallian, Chief Financial Officer