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 January 31, 2014

Or

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

For the Transition Period From __________ to __________

Commission file number: 001-33417

OCEAN POWER TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**22-2535818**
(State or Other Jurisdiction of Incorporation or Organization)	*(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 ☐

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 ☑ No ☐

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

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

As of February 28, 2014, the number of outstanding shares of common stock of the registrant was 13,755,519.

OCEAN POWER TECHNOLOGIES, INC.
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FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2014

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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", “goal” 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, 2013 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.

PART I — FINANCIAL INFORMATION

Item 1. ***FINANCIAL STATEMENTS***

Ocean Power Technologies, Inc. and Subsidiaries

Consolidated Balance Sheets

ASSETS	January 31, 2014 (Unaudited)	April 30, 2013
Current assets:		
Cash and cash equivalents	$ 5,916,638	$ 6,372,788
Marketable securities	11,496,164	13,996,705
Accounts receivable, net	8,499	796,332
Unbilled receivables	333,139	127,598
Other current assets	327,190	152,962
Total current assets	18,081,630	21,446,385
Property and equipment, net	562,586	700,968
Patents, net	884,679	1,044,902
Accounts receivable	209,906	—
Restricted cash	2,149,992	1,366,256
Other noncurrent assets	427,736	272,548
Total assets	$ 22,316,529	$ 24,831,059
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 280,102	$ 510,031
Accrued expenses	3,599,451	3,900,623
Unearned revenues	667,666	1,117,115
Current portion of long-term debt	100,000	100,000
Total current liabilities	4,647,219	5,627,769
Long-term debt	175,000	250,000
Long-term unearned revenues	252,164	232,033
Deferred credits	600,000	600,000
Total liabilities	5,674,383	6,709,802
Commitments and contingencies (note 8)		
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 12,741,217 and 10,403,215 shares, respectively	12,741	10,403
Treasury stock, at cost; 37,852 and 33,771 shares, respectively	(130,707)	(123,893)
Additional paid-in capital	165,663,826	159,155,365
Accumulated deficit	(148,431,628)	(140,671,311)
Accumulated other comprehensive loss	(213,697)	(79,786)
Total Ocean Power Technologies, Inc. stockholders’ equity	16,900,535	18,290,778
Noncontrolling interest in Ocean Power Technologies (Australasia) Pty Ltd	(258,389)	(169,521)
Total equity	16,642,146	18,121,257
Total liabilities and stockholders’ equity	$ 22,316,529	$ 24,831,059

See accompanying notes to consolidated financial statements (unaudited).

Ocean Power Technologies, Inc. and Subsidiaries

Consolidated Statements of Operations
(Unaudited)

	Three Months Ended January 31,		Nine Months Ended January 31,	
	2014	**2013**	**2014**	**2013**
Revenues	$ 199,622	865,553	$ 1,124,157	3,208,248
Cost of revenues	193,213	890,051	1,115,925	3,116,188
Gross profit (loss)	6,409	(24,498)	8,232	92,060
Operating expenses:				
Product development costs	785,946	601,748	3,666,980	5,466,742
Selling, general and administrative costs	1,771,560	2,367,849	6,128,211	6,856,815
Total operating expenses	2,557,506	2,969,597	9,795,191	12,323,557
Operating loss	(2,551,097)	(2,994,095)	(9,786,959)	(12,231,497)
Interest income, net	3,336	21,804	6,573	112,116
Foreign exchange gain	23,448	21,778	152,575	16,196
Loss before income taxes	(2,524,313)	(2,950,513)	(9,627,811)	(12,103,185)
Income tax benefit	1,745,895	1,453,243	1,745,895	1,453,243
Net loss	(778,418)	(1,497,270)	(7,881,916)	(10,649,942)
Less: Net loss attributable to the noncontrolling interest in Ocean Power Technologies (Australasia) Pty Ltd.	38,628	31,499	121,599	96,578
Net loss attributable to Ocean Power Technologies, Inc	$ (739,790)	(1,465,771)	$ (7,760,317)	(10,553,364)
Basic and diluted net loss per share	$ (0.06)	(0.14)	$ (0.71)	(1.02)
Weighted average shares used to compute basic and diluted net loss per share	12,163,239	10,304,277	10,995,525	10,300,626

See accompanying notes to consolidated financial statements (unaudited).

Ocean Power Technologies, Inc. and Subsidiaries

Consolidated Statements of Comprehensive Loss
(Unaudited)

	Three Months Ended January 31,		Nine Months Ended January 31,	
	2014	**2013**	**2014**	**2013**
Net loss	$ (778,418)	(1,497,270)	$ (7,881,916)	(10,649,942)
Foreign currency translation adjustment	(42,395)	16,549	(101,180)	(7,411)
Total comprehensive loss	(820,813)	(1,480,721)	(7,983,096)	(10,657,353)
Comprehensive loss attributable to the noncontrolling interest in Ocean Power Technologies (Australasia) Pty Ltd.	18,802	32,260	88,868	97,812
Comprehensive loss attributable to Ocean Power Technologies, Inc	$ (802,011)	(1,448,461)	$ (7,894,228)	(10,559,541)

See accompanying notes to consolidated financial statements (unaudited).

Ocean Power Technologies, Inc. and Subsidiaries

Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended January 31,	
	2014	**2013**
Cash flows from operating activities:		
Net loss	$ (7,881,916)	$ (10,649,942)
Adjustments to reconcile net loss to net cash used in operating activities:		
Foreign exchange gain	(152,575)	(16,196)
Depreciation and amortization	321,237	376,105
Loss on disposals of property, plant and equipment	—	310
Treasury note premium amortization	5,391	27,598
Compensation expense related to stock option grants and restricted stock	569,540	755,570
Allowance for doubtful accounts receivable	(296,174)	—
Changes in operating assets and liabilities:		
Accounts receivable	664,225	405,354
Long-term receivables	209,906	—
Unbilled receivables	(205,541)	(302,215)
Other current assets	(176,254)	526,232
Other noncurrent assets	(141,788)	(48,803)
Accounts payable	(229,680)	(32,503)
Accrued expenses	(305,655)	511,490
Unearned revenues	(452,864)	(608,275)
Long-term unearned revenues	20,131	841,524
Net cash used in operating activities	(8,052,017)	(8,213,751)
Cash flows from investing activities:		
Purchases of marketable securities	(18,494,272)	(12,680,022)
Maturities of marketable securities	20,989,422	20,913,831
Restricted cash	(745,000)	75,000
Purchases of equipment	(21,191)	(387,626)
Net cash provided by investing activities	1,728,959	7,921,183
Cash flows from financing activities:		
Proceeds from the sale of common stock, net of issuance costs	5,933,259	—
Proceeds from the exercise of stock options	8,000	—
Repayment of debt	(75,000)	(75,000)
Acquisition of treasury stock	(6,814)	(21,505)
Net cash provided by (used in) financing activities	5,859,445	(96,505)
Effect of exchange rate changes on cash and cash equivalents	7,463	(9,446)
Net decrease in cash and cash equivalents	(456,150)	(398,519)
Cash and cash equivalents, beginning of period	6,372,788	9,353,460
Cash and cash equivalents, end of period	$ 5,916,638	$ 8,954,941
Supplemental disclosure of noncash investing and financing activities:		
Capitalized purchases of equipment financed through accounts payable and accrued expenses	$ —	$ 6,681

See accompanying notes to consolidated financial statements (unaudited).

Ocean Power Technologies, Inc. and Subsidiaries

Consolidated Statements of Stockholders' Equity
(Unaudited)

	Common Shares		Treasury Shares		Additional Paid-In Capital	Accumulated Deficit	Other Comprehensive Loss	Noncontrolling Interest	Total Equity
	Shares	Amount	Shares	Amount					
Balance, April 30, 2012	10,407,389	$ 10,407	(23,544)	$ (102,388)	158,296,458	(125,989,474)	(78,990)	(28,632)	32,107,381
Net loss	—	—	—	—	—	(10,553,364)	—	(96,578)	(10,649,942)
Stock based compensation	—	—	—	—	713,635	—	—	—	713,635
Issuance (forfeiture) of restricted stock, net	(841)	—	—	—	41,933	—	—	—	41,933
Acquisition of treasury stock	—	—	(10,227)	(21,505)	—	—	—	—	(21,505)
Other comprehensive loss	—	—	—	—	—	—	(6,177)	(1,234)	(7,411)
Balance, January 31, 2013	10,406,548	$ 10,407	(33,771)	$ (123,893)	159,052,026	(136,542,838)	(85,167)	(126,444)	22,184,091
Balance, April 30, 2013	10,403,215	$ 10,403	(33,771)	$ (123,893)	159,155,365	(140,671,311)	(79,786)	(169,521)	18,121,257
Net loss	—	—	—	—	—	(7,760,317)	—	(121,599)	(7,881,916)
Stock based compensation	—	—	—	—	499,985	—	—	—	499,985
Issuance of restricted stock, net	79,822	80	—	—	69,475	—	—	—	69,555
Stock issued upon exercise of stock options	4,000	4	—	—	7,996	—	—	—	8,000
Acquisition of treasury stock, net	—	—	(4,081)	(6,814)	—	—	—	—	(6,814)
Sale of stock, net	2,254,180	2,254			5,931,005	—	—	—	5,933,259
Other comprehensive loss	—	—	—	—	—	—	(133,911)	32,731	(101,180)
Balance, January 31, 2014	12,741,217	$ 12,741	(37,852)	$ (130,707)	165,663,826	(148,431,628)	(213,697)	(258,389)	16,642,146

See accompanying notes to consolidated financial statements (unaudited).

(1) Background, Basis of Presentation and Liquidity

a) Background

Ocean Power Technologies, Inc. (the “Company”) was incorporated in 1984 in New Jersey, commenced business operations in 1994 and re-incorporated in Delaware in 2007. The Company develops and is seeking to commercialize proprietary systems that generate electricity by harnessing the renewable energy of ocean waves. The Company markets its products in the United States and internationally. Since fiscal 2002, government agencies have accounted for a significant portion of the Company’s revenues. These revenues were largely for the support of product development efforts. The Company’s goal is that an increased portion of its revenues be from the sale of products and maintenance services, as compared to revenue to support its product development efforts. As the Company continues to advance its proprietary technologies, it expects to continue to have a net use of cash in operating activities unless and until it achieves positive cash flow from the planned commercialization of its products and services.

b) Basis of Presentation

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, 2013 filed with the Securities and Exchange Commission (“SEC”) and elsewhere in this Form 10-Q.

c) Liquidity

The Company has incurred net losses and negative operating cash flows since inception. As of January 31, 2014, the Company had an accumulated deficit of $148.4 million. As of January 31, 2014, the Company’s cash and cash equivalents, marketable securities and restricted cash balance was approximately $19.6 million. Based upon the Company’s cash and cash equivalents and marketable securities balance as of January 31, 2014, the Company believes that it will be able to finance its capital requirements and operations into the second calendar quarter of 2015.

During fiscal 2014 and 2013, the Company has continued to make investments in ongoing product development efforts in anticipation of future growth. The Company’s future results of operations involve significant risks and uncertainties. Factors that could affect the Company’s future operating results and cause actual results to vary materially from expectations include, but are not limited to, risks from competition, new products, technological change, recent economic activity and dependence on key personnel. In order to complete its future growth strategy, the Company will require additional equity and/or debt financing. There is no assurance that additional equity and/or debt financing will be available to the Company as needed. If financing is not achieved, the Company may be required to further curtail or limit certain product development costs, and/or selling, general and administrative activities, in order to reduce its cash expenditures.

In January 2013, the Company filed with the SEC a shelf registration statement on Form S-3 registering the sale of up to $40,000,000 of debt, equity and other securities (the “S-3 Shelf”). The S-3 Shelf was declared effective in February 2013. On June 6, 2013, the Company entered into an At the Market Offering Agreement (the “Offering Agreement”) with Ascendiant Capital Markets, LLC (the “Manager”). Pursuant to the Offering Agreement, the Company may offer and sell shares of its common stock having an aggregate offering price of up to $10,000,000 from time to time over the three-year term of the Offering Agreement, through or to the Manager, acting as sales agent and/or principal. Subject to certain limited exceptions, these sales will be made in ordinary brokerage transactions at prevailing market prices.

During the nine months ended January 31, 2014, the Company sold 2,254,180 shares pursuant to the Offering Agreement for net proceeds of approximately $5,933,300 and subsequently sold 1,052,154 shares in February 2014 for net proceeds of approximately $3,765,100. Sales of shares under the Offering Agreement are made pursuant to the Company’s instructions (including any price, time or size limits or other customary conditions or parameters that it may impose) and are registered on the S-3 Shelf in reliance on, and subject to the limitations of, General Instruction I.B.6 of Form S-3 and other applicable law and regulations. In particular, Form S-3 limits the aggregate market value of securities that the Company is permitted to offer in any 12-month period under Form S-3, whether under the Offering Agreement or otherwise, to one third of the Company’s public float. The Company is under no obligation to sell, and the Manager is under no obligation to purchase or place, securities under the Offering Agreement, and there can be no assurance that the Company will continue to do so or will be able to do so on favorable terms or at all. Given the February 2014 share sales, the Company effectively reached the limit of the Offering Agreement and is currently assessing additional financing alternatives. Approximately $30 million remains available for issuance under the S-3 Shelf.

(2) Summary of Significant Accounting Policies

(a) Consolidation and Cost Method Investment

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 as a noncontrolling interest in the Company's Consolidated Balance Sheets and Statements of Operations, which adjusts the Company's consolidated results of operations to reflect only the Company's share of the earnings or losses of the consolidated subsidiary. As of January 31, 2014, there was one noncontrolling interest, consisting of 11.8% of the Company's Australian subsidiary, Ocean Power Technologies (Australasia) Pty. Ltd. ("OPTA"). OPTA owns 100% of Victorian Wave Partners Pty. Ltd. ("VWP"), which is also organized under the laws of Australia.

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 January 31, 2014, there were no such entities.

The Company, through its subsidiary Ocean Power Technologies, Ltd. ("OPT LTD"), had a 10% investment in Iberdrola Energias Marinas de Cantabria, S.A. ("Iberdrola Cantabria" or "Ibermar") and certain outstanding receivables from Iberdrola Cantabria. The investment in Iberdrola Cantabria and net accounts receivable and unbilled receivables from Iberdrola Cantabria were $0 as of April 30, 2012. During the three months ended January 31, 2014, the dissolution of Iberdrola Cantabria, was approved by the shareholders of Ibermar. During the dissolution of this entity, OPT LTD. signed an agreement with Ibermar to cancel all obligations under the 2006 Spain Construction Agreement between Ibermar and the Company. See Note 9.

(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, particularly the macroeconomic pressures in certain European countries, has increased the degree of uncertainty inherent in those estimates and assumptions.

(c) Revenue Recognition

The Company's contracts are either cost plus or fixed price contracts. Under cost plus contracts, customers are billed for actual expenses incurred plus an agreed-upon fee. Currently, the Company has two types of fixed price contracts, firm fixed price and cost-sharing. Under firm fixed price contracts, the Company receives an agreed-upon amount for providing products and services specified in the contract. Under cost-sharing contracts, the fixed amount agreed upon with the customer is only intended to fund a portion of the costs on a specific project.

Generally, the Company recognizes 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 the 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 the Company is unable to reasonably estimate the total costs of the project prior to completion. Because the Company has 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 revenue for the periods involved. Upon anticipating a loss on a contract, the Company recognizes the full amount of the anticipated loss in the current period.

Under cost plus and firm fixed price contracts, a profit or loss on a project is recognized depending on whether actual costs are more or less than the agreed upon amount. Under cost sharing contracts, an amount corresponding to the revenue is recorded in cost of revenues, resulting in gross profit on these contracts of zero. The Company’s share of the costs is recorded as product development expense.

Unbilled receivables represent expenditures on contracts, plus applicable profit margin (if applicable), 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 and cash collections 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 the following:

	January 31, 2014	April 30, 2013
Checking and savings accounts	$ 4,826,436	$ 2,184,322
Money market funds	1,090,202	4,188,466
	$ 5,916,638	$ 6,372,788

(e) Marketable Securities

Marketable securities with original 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 the Company has the intent and ability to hold to maturity are classified as investments held-to-maturity and are reported at amortized cost. The difference between the acquisition cost and face values of held-to-maturity investments is amortized over the remaining term of the investments and added to or subtracted from the acquisition cost and interest income. As of January 31, 2014 and April 30, 2013, all of the Company’s investments were classified as held-to-maturity.

(f) Restricted Cash and Credit Facility

A portion of the Company’s cash is restricted under the terms of three 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 an €800,000 ($979,992) 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. As of January 31, 2014, there were €544,828 ($741,565) in letters of credit outstanding under this agreement. The credit facility does not have an expiration date, but is cancelable at the discretion of the bank.

The second agreement is between Ocean Power Technologies, Inc. and the New Jersey Board of Public Utilities (NJBPU). The Company received a $500,000 recoverable grant award from the NJBPU. Under this agreement, the Company annually assigns to the NJBPU a certificate of deposit in an amount equal to the outstanding grant balance. See Note 5.

The third agreement concerns two letters of credit issued by Ocean Power Technologies, Inc. for the benefit of Oregon Department of State Lands. The two letters of credit relate to the removal of certain of the Company’s anchoring and mooring equipment from the seabed off the coast of Oregon. These letters of credit are secured by two certificates of deposit with PNC Bank. The first letter of credit for $375,000 has a term through August 31, 2014 and the second letter of credit for $470,000 has a term through October 16, 2014.

Cash restricted under security agreements is as follows:

	January 31, 2014	April 30, 2013
Barclays Bank agreement	$ 979,992	$ 941,256
NJBPU agreement	325,000	425,000
Oregon Department of State Lands	845,000	—
	$ 2,149,992	$ 1,366,256

(g) Foreign Exchange Gains and Losses

The Company has invested in certain certificates of deposit and has maintained cash accounts that are denominated in British pounds sterling, Euros and Australian dollars. These amounts are included in cash, cash equivalents, restricted cash and marketable securities on the accompanying consolidated balance sheets. Such positions may result in realized and unrealized foreign exchange gains or losses from exchange rate fluctuations, which gains and losses are included in foreign exchange loss in the accompanying consolidated statements of operations.

	Three Months Ended January 31,		Nine Months Ended January 31,	
	2014	2013	2014	2013
Foreign exchange gain	$ 23,448	$ 21,778	$ 152,575	$ 16,196

Foreign currency denominated certificates of deposit and cash accounts:

	January 31, 2014	April 30, 2013
Restricted	$ 979,992	$ 941,256
Unrestricted	1,123,438	1,550,458
	$ 2,103,430	$ 2,491,714

(h) Long-Lived Assets

Long-lived assets, such as property and equipment and patents 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 in 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 nine months ended January 31, 2014.

(i) 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 money market funds) and does not believe that it is exposed to any significant risks related to its cash accounts, money market funds or certificates of deposit.

The table below shows the amount of the Company's revenues derived from customers for the three and nine months ended January 31, 2014 and 2013.

Customer	**Three months ended January 31,**		**Nine months ended January 31,**	
($ millions)	**2014**	**2013**	**2014**	**2013**
US Department of Energy	$ 0.1	$ 0.4	$ 0.4	$ 1.7
Mitsui Engineering & Shipbuilding	0.2	0.1	0.2	0.6
European Union (WavePort project)	(0.1)	0.2	0.3	0.6
US Navy	–	–	–	0.1
UK Government's Technology Strategy Board	–	0.1	0.2	0.1
Other	–	0.1	–	0.1
	$ 0.2	$ 0.9	$ 1.1	$ 3.2

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 its customers to maintain collateral. Due to changes in the estimated cost at completion, revenue for the WavePort project was negative during the three months ended January 31, 2014.

(j) 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 performance-based shares, were excluded from the diluted loss per share calculation due to their anti-dilutive effect.

In computing diluted net loss per share, outstanding options to purchase shares of common stock and non-vested restricted stock held by employees and non-employee directors, totaling 1,581,016 during the three and nine months ended January 31, 2014 and 1,462,731 during the three and nine months ended January 31, 2013, were excluded from the computations as the effect would be anti-dilutive due to the Company's losses.

(k) Recently Issued Accounting Standards

There were no Accounting Standards issued during the quarter ended January 31, 2014 for the Company’s consideration.

(3) Marketable Securities

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

	January 31, 2014	**April 30, 2013**
US Treasury obligations	$ 11,496,164	$ 13,996,705

(4) Balance Sheet Detail

	January 31, 2014	April 30, 2013
Accounts Receivable, net		
Accounts receivable	$ 8,499	$ 1,086,847
Allowance for doubtful accounts	—	(290,515)
	$ 8,499	$ 796,332
Property and Equipment		
Property and Equipment	$ 2,243,738	$ 2,212,991
Accumulated depreciation	(1,681,152)	(1,512,023)
	$ 562,586	$ 700,968
Patents		
Patents	$ 1,560,250	$ 1,558,630
Accumulated amortization	(675,571)	(513,728)
	$ 884,679	$ 1,044,902
Accrued Expenses		
Project costs	$ 1,763,974	$ 1,698,959
Contract loss reserves	785,000	785,000
Employee incentive payments	150,000	249,469
Accrued salary and benefits	465,281	547,404
Investment in joint venture (note 9)	—	173,842
Legal and accounting fees	190,335	214,891
Other	244,861	231,058
	$ 3,599,451	$ 3,900,623

(5) Noncurrent Receivables

A portion of the Company’s accounts receivable is expected to be received over a period exceeding 12 months. This account receivable is for the Company’s project off the coast of Spain.

(6) Debt

The Company was awarded a recoverable grant totaling $500,000 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 in November 2011. The terms also required the Company to assign to the NJBPU a certificate of deposit in an amount equal to the outstanding grant balance. The Company updates the certificate of deposit outstanding balance annually. See Note 2(f).

	January 31, 2014	April 30, 2013
Total debt	$ 275,000	$ 350,000
Current portion of long-term debt	(100,000)	(100,000)
Long-term debt	$ 175,000	$ 250,000

(7) Deferred Credits Payable

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. If the Company received emission credits under applicable laws and failed to sell to the investor the credits up to the full amount of emission credits covered by the option, the investor was 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). Under the terms of the agreement, if the Company did not become entitled under applicable laws to the full amount of emission credits covered by the option by December 31, 2012, the Company was 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. In December 2012, the Company and the investor agreed to extend the period for the sale of emission credits until December 31, 2017. As of January 31, 2014, the Company has not generated any emissions credits eligible for purchase under the agreement. The $600,000 has been classified as a noncurrent liability as of January 31, 2014.

(8) Stock-Based Compensation

Costs resulting from all stock-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 stock-based compensation expense related to all stock-based transactions recorded in the consolidated statements of operations was approximately $570,000 and $756,000 for the nine months ended January 31, 2014 and 2013, respectively.

(a) Stock Options

Valuation Assumptions for Options Granted During the Nine Months Ended January 31, 2014 and 2013

The fair value of each stock option granted, for both service-based and performance-based vesting requirements, during the nine months ended January 31, 2014 and 2013 was 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 SEC's Staff Accounting Bulletin No. 107, *Share-Based Payment.* Expected volatility was based on the Company’s historical volatility for the nine months ended January 31, 2014 and historical volatility for a peer group of companies for the nine months ended January 31, 2013 for a period equal to the stock option's expected life, calculated on a daily basis.

	Nine Months Ended January 31,	
	2014	2013
Risk-free interest rate	1.7%	0.9%
Expected dividend yield	0.0%	0.0%
Expected life (years)	5.9	6.1
Expected volatility	76.29%	86.15%

The above assumptions were used to determine the weighted average per share fair value of $1.26 and $1.62 for stock options granted during the nine months ended January 31, 2014 and 2013, respectively.

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

	Shares Underlying Options		Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (In Years)
Outstanding as of April 30, 2013	1,305,988	$	7.43	
Forfeited	(304,084)		6.62	
Exercised	(4,000)		2.00	
Granted	485,502		1.30	
Outstanding as of January 31, 2014	1,483,406		5.60	6.7
Exercisable as of January 31, 2014	888,796	$	8.09	5.2

As of January 31, 2014, the total intrinsic value of outstanding options was approximately $581,000 and the total intrinsic value of exercisable options was approximately $71,000. As of January 31, 2014, approximately 590,000 additional options are expected to vest in the future, which options had approximately $499,000 of intrinsic value and a weighted average remaining contractual term of 8.9 years. There was approximately $500,000 and $714,000 of total recognized compensation cost related to stock options for the nine months ended January 31, 2014 and 2013, respectively. As of January 31, 2014, there was approximately $577,000 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 2.4 years. The Company normally issues new shares to satisfy option exercises under these plans. During the nine months ended January 31, 2014, stock options granted included 125,520 stock options which are subject to performance-based vesting requirements. Stock options outstanding as of January 31, 2014 included 145,092 stock options subject to performance-based vesting requirements.

(b) Restricted Stock

Compensation expense for non-vested restricted stock was historically recorded based on its market value on the date of grant and recognized over the associated service and performance period. During the nine months ended January 31, 2014, there were 52,000 shares of non-vested restricted stock granted to employees with performance-based vesting requirements. During the nine months ended January 31, 2014, 16,417 shares of non-vested restricted stock subject to performance-based vesting requirements were forfeited in accordance with performance objectives. Restricted stock issued and unvested at January 31, 2014 included 57,331 shares of non-vested restricted stock subject to performance-based vesting requirements.

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

	Number of Shares		Weighted Average Price per Share
Issued and unvested at April 30, 2013	54,802	$	4.52
Granted	96,239		2.19
Forfeited	(16,417)		5.75
Vested	(37,014)		4.52
Issued and unvested at January 31, 2014	97,610	$	2.23

There was approximately $70,000 and $42,000 of total recognized compensation cost related to restricted stock for the nine months ended January 31, 2014 and 2013, respectively. As of January 31, 2014, there was approximately $105,000 of total unrecognized compensation cost related to non-vested restricted stock granted under the plans. This cost is expected to be recognized over a weighted average period of 2.3 years.

(c) Treasury Stock

During the nine months ended January 31, 2014 and 2013, 4,081 and 10,227 shares, respectively, of common stock were purchased by the Company from employees to pay taxes related to the vesting of restricted stock.

(9) Commitments and Contingencies

(a) 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.

(b) Spain Construction Agreement

During the three months ended January 31, 2014, the dissolution of Ibermar, was approved by the shareholders of Ibermar. Ocean Power Technologies Limited held a 10% stake in this entity. During the dissolution of this entity, OPT LTD. signed an agreement with Ibermar to cancel all obligations under the 2006 Spain Construction Agreement between Ibermar and OPT LTD. In addition, the Company paid the final 5% stake in the entity that had been accrued in a prior period and received partial payment of an accounts receivable that had been fully reserved in a prior period.

As of January 31, 2014, the cancellation of this agreement did not have a material adverse effect on the Company's financial position or results of operations.

(c) Spain IVA (sales tax)

The Company received notice that the Spanish tax authorities are inquiring into its 2010 IVA (value-added tax) filing for which the Company benefitted from the offset of approximately $250,000 of input tax. The Company believes that the inquiry will find that the tax credit was properly claimed and, therefore, no liability has been recorded. The Company issued two letters of credit under the credit facility with Barclays Bank in the amount of €278,828 ($379,513) at the request of the Spanish tax authorities. This is a customary request during the inquiry period.

(d) Commercial Dispute

The Company is subject to certain claims filed by a contractor and subcontractor in connection with a dispute over a contract to perform certain work for the Company related to the deployment of an anchor/mooring system off the Oregon coast. The Company has claimed that the contractor and subcontractor were responsible for damage to the system during the deployment process. The parties are currently scheduled to start mediation in late March 2014. As of January 31, 2014 and April 30, 2013, the Company has accounted for the estimated outcome of this matter in its financial statements.

(10) Income Taxes

During the three and nine months ended January 31, 2014, the Company recorded an income tax benefit of $1,745,895, representing the proceeds from the sale of $15,347,000 of New Jersey net operating loss carryforwards and research and development tax credits. During the three and nine months ended January 31, 2013, the Company recorded an income tax benefit of $1,453,243, representing the proceeds from the sale of $18,675,000 of New Jersey net operating loss carryforwards and research and development tax credits.

Other than as a result of the sale of New Jersey net operating loss carryforwards, the Company did not recognize any consolidated income tax benefit (expense) for the three and nine month periods ended January 31, 2014 and 2013. The Company has recorded a valuation allowance to reduce its net deferred tax asset to an amount that is more likely than not to be realized in future years. Accordingly, the benefit of the net operating loss that would have been recognized was offset by changes in the valuation allowance.

During the nine months ended January 31, 2014, the Company had no material changes in uncertain tax positions.

(11) 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 Asia and Australia, respectively. Revenues are generally attributed to the operating unit that bills the customers.

Geographic information is as follows:

	North America	Europe	Asia and Australia	Total
Three months ended January 31, 2014				
Revenues from external customers	$ 196,783	2,839	—	199,622
Operating loss	(2,062,915)	(165,977)	(322,205)	(2,551,097)
Three months ended January 31, 2013				
Revenues from external customers	803,524	62,029	—	865,553
Operating loss	(2,479,394)	(250,466)	(264,235)	(2,994,095)
Nine months ended January 31, 2014				
Revenues from external customers	945,372	178,785	—	1,124,157
Operating loss	(7,900,261)	(877,902)	(1,008,796)	(9,786,959)
Nine months ended January 31, 2013				
Revenues from external customers	3,088,355	119,893	—	3,208,248
Operating loss	(10,669,102)	(751,444)	(810,951)	(12,231,497)
January 31, 2014				
Long-lived assets	547,791	14,356	439	562,586
Total assets	20,932,157	1,304,481	79,891	22,316,529
April 30, 2013				
Long-lived assets	675,354	24,128	1,486	700,968
Total assets	$ 23,097,183	1,518,496	215,380	24,831,059

(12) Subsequent Event

Subsequent to January 31, 2014, the Company sold an additional 1,052,154 shares of common stock pursuant to the Offering Agreement for total net proceeds of approximately $3,765,100.

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. Some of the information contained in this discussion and analysis or set forth elsewhere in this Form 10-Q, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. You should review the "Risk Factors" section of our Annual Report on Form 10-K for fiscal 2013 for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. References to a fiscal year in this Form 10-Q refer to the year ended April 30 of that year (e.g., fiscal 2013 refers to the year ended April 30, 2013).

Overview

We develop and are seeking to commercialize 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 and continue to develop two PowerBuoy product lines, which consist of our utility PowerBuoy system and our autonomous PowerBuoy system. We also offer operations and maintenance services for our PowerBuoy systems. In addition, we continue to develop and expect to market our undersea substation pod product and undersea power connection infrastructure services to other companies in the marine energy sector. Since fiscal 2002, government agencies have accounted for a significant portion of our revenues. These revenues were largely for the support of our product development efforts. Our goal is that an increased portion of our revenues be from the sale of products and maintenance services, as compared to revenue to support our product development efforts. As we continue to advance our proprietary technologies, we expect to have a net use of cash in operating activities unless or until we achieve positive cash flow from the planned commercialization of our products and services.

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, offshore oil and gas operations, tsunami warning, oceanographic data collection, and offshore aquaculture.

We were incorporated in New Jersey in 1984, began business operations in 1994, and were re-incorporated in Delaware in 2007. We currently have three wholly-owned subsidiaries: Ocean Power Technologies Ltd., organized under the laws of the United Kingdom and Reedsport OPT Wave Park LLC and Oregon Wave Energy Partners I, LLC, each organized under the laws of Delaware. We also own approximately 88% of the ordinary shares of Ocean Power Technologies (Australasia) Pty Ltd (“OPTA”), organized under the laws of Australia. OPTA owns 100% of Victorian Wave Partners Pty. Ltd. (“VWP”), which is also organized under the laws of Australia.

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 project for the development and testing of our wave power systems at the US Marine Corps Base in Oahu, Hawaii. This project included the grid-connection of one of our utility-grade PowerBuoys at the Marine Corps Base. We generated our first revenue relating to our autonomous PowerBuoy system from contracts with Lockheed Martin Corporation (“Lockheed Martin”), 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. Subsequently, we received a contract from the US Navy to test our autonomous PowerBuoy system as a power source for the Navy’s Deep Water Active Detection System (“DWADS”). In 2011, an autonomous PowerBuoy was deployed for ocean trials off the coast of New Jersey under a contract from the US Navy under its Littoral Expeditionary Autonomous PowerBuoy (“LEAP”) program. The LEAP PowerBuoy, or APB-350, incorporates a unique power take-off and on-board storage system, and is significantly smaller and more compact than our standard utility PowerBuoy. It is designed to provide persistent, off-grid clean energy in remote ocean locations for a wide variety of maritime security, monitoring and other commercial applications. Also, in 2011, ocean trials of our first Mark 3 PowerBuoy were conducted. These ocean trials were conducted at a site approximately 33 nautical miles from Invergordon, off Scotland’s northeast coast. During the ocean trials, our Mark 3 PowerBuoy produced power in excess of our expectations of performance. Our utility-scale Mark 3 PowerBuoy structure and mooring system achieved independent certification from Lloyd’s Register in December 2010. This certification confirms that the Mark 3 PowerBuoy design complies with the requirements of Lloyd’s 1999 Rules and Regulations for the Classification of Floating Offshore Installations at Fixed Locations.

We have established an at the market offering facility (the “ATM Facility”) with Ascendiant Capital Markets, LLC (the “Manager”) via an At the Market Offering Agreement entered into in June 2013 (the “Offering Agreement”). Under the Offering Agreement, we may offer and sell shares of our common stock from time to time through or to the Manager, acting as sales agent and /or principal. Subject to certain limited exceptions, these sales are made in ordinary brokerage transactions at prevailing market prices. We have issued shares under the ATM Facility pursuant to an effective Form S-3 shelf registration statement (the “S-3 Shelf”).

During the nine months ended January 31, 2014, we sold 2,254,180 shares pursuant to the Offering Agreement for net proceeds of approximately $5,933,300 and subsequently sold 1,052,154 shares in February 2014 for net proceeds of approximately $3,765,100. Form S-3 limits the aggregate market value of securities that we are permitted to offer in any 12-month period under Form S-3, whether under the Offering Agreement or otherwise, to one third of our public float. Given the February 2014 share sales, we effectively reached the limit of the Offering Agreement and are currently assessing additional financing alternatives. Approximately $30.0 million remains available for issuance under the S-3 Shelf.

During fiscal 2013, we worked on projects with Mitsui Engineering & Shipbuilding (“MES”) and the US Department of Homeland Security, as well as our WavePort project in Spain and our Mark 3 PowerBuoy project in Oregon. We also worked on developing our Mark 4 PowerBuoy.

During the three months ended January 31, 2014, we announced that VWP, a project-specific operating entity wholly-owned by OPTA, has signed an agreement with the Australian Renewable Energy Agency ("ARENA"). This agreement is a Deed of Variation to the original Funding Deed through which an A$66.5 million grant was previously awarded by the Commonwealth of Australia. The grant is expected to be used towards the A$232 million proposed cost of building and deploying a 62.5MW estimated peak-rated wave power station off the coast of Australia (“VWP Project”). Among the important changes included in the new agreement are the incorporation of milestones for each of the three stages of the project, acceleration of reimbursement of eligible expenses for stages one and two, and an increase in the number of milestones to better support project cash flow requirements. This agreement also recognizes the role of Lockheed Martin as the lead for systems integration of the PowerBuoys and overall program management. The agreement defines the conditions for receiving grant funds including achievement of project milestones, obtaining of significant additional funding and other factors. We have engaged a financial advisor to lead efforts to structure power purchase agreements and assist us in securing appropriate financing for this project. We continued work on projects with the US Department of Energy, our WavePort project in Spain and our project with Mitsui Engineering & Shipbuilding. We also continued our efforts to increase the power output and reliability of our utility and autonomous PowerBuoy systems.

Relative to our project off the coast of Oregon, the first phase would involve the deployment and commissioning of our Mark 3 PowerBuoy, which is conditional on various regulatory, business, and financial factors, including requirements of regulatory agencies and a significant use of funds. For the second phase, which would include grid connection of the first and nine additional buoys, we received a license from the Federal Energy Regulatory Commission (“FERC”) in August 2012 which authorized installation and operation of the grid connected wave energy array (the “License”). In addition, we signed a comprehensive settlement agreement among us and 13 federal and state agencies and non-governmental agencies in July 2010 (the “Settlement Agreement”).

The FERC staff informed us in February 2013 of their view that the License’s various planning, reporting and other pre- and post-deployment requirements may extend to the first phase, non-grid connected buoy. We had understood that because the first buoy would not be grid-connected until a full array of 10 PowerBuoys was deployed, the first buoy would not be subject to the requirements of the License. Accordingly, in May 2013, we filed a Motion for Extensions to Comply with License Requirements with FERC. This motion sought to clarify this understanding by moving those various requirements into the future, aligning them with deployment of the full array of 10 PowerBuoys, so that they would not apply to the first non-grid connected buoy. In June 2013, FERC issued an order extending certain requirements for one year rather than aligning those requirements with the 10-buoy array as requested. By separate letter, we were informed by the FERC staff that the agency’s position remains that the License’s various requirements extend to the deployment of this initial buoy. We have chosen not to further contest this decision by FERC, and would be required to submit certain reports and perform additional studies associated with the deployment of the first buoy. This process would result in significant delay of the prospective deployment of the first Oregon PowerBuoy, as well as impose additional costs on us. Deployment and commissioning of the first buoy would need to take into consideration various regulatory requirements, business and financial factors, including the need to raise additional funding directly related to this project. As a result, we have suspended activity on this project as we assess these factors and consider the best path forward. The considerations important to this process include the raising of additional project-specific funding for the next steps under this project.

The third and final phase of the Oregon project has contemplated a 100-buoy, utility-scale wave power station. Our plans for phase three are sufficiently uncertain; and therefore we determined not to request an extension of the Preliminary Permit previously received from FERC. As a result, we informed FERC in February 2014 that we surrendered the Preliminary Permit for the third and final phase of this project.

At January 31, 2014, our total negotiated backlog was $5.6 million compared with $4.3 million at January 31, 2013. We anticipate that a significant portion of our backlog will be recognized as revenue over a period exceeding 12 months. Approximately $1.2 million of our backlog at January 31, 2014 is for our Oregon project; our continuation of work on this project and the prospective realization of that backlog as revenues would depend on certain factors, including the resolution of regulatory matters, the availability of additional funding to specifically enable completion of this project and the result of discussions with key project stakeholders. Most of our backlog at January 31, 2014 and 2013 consisted of cost-sharing contracts as described in the Financial Operations Overview section of this Management’s Discussion and Analysis. Our backlog can include both funded amounts, which are unfilled firm orders for our products and services for which funding has been both authorized and appropriated by the customer (Congress, in the case of US Government agencies) and unfunded amounts, which are unfilled firm orders from the US Department of Energy (“DOE”) for which funding has not been appropriated. If any of our contracts were to be terminated, our backlog would be reduced by the expected value of the remaining terms of such contracts. Our backlog was fully funded at January 31, 2014 and 2013. Further, we were selected for a $1.0 million award from the DOE to enhance the commercial viability of our PowerBuoy system through mechanical component design changes. As of January 31, 2014, the receipt of funds under this award was subject to the negotiation of a definitive contract and confirmation of cost sharing sources and this award is not included in our negotiated backlog.

For the three months ended January 31, 2014, we generated revenues of $0.2 million and incurred a net loss attributable to Ocean Power Technologies, Inc. of $0.7 million, compared to revenues of $0.9 million and a net loss attributable to Ocean Power Technologies, Inc. of $1.5 million for the three months ended January 31, 2013. As of January 31, 2014, our accumulated deficit was $148.4 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.

The continued global economic uncertainty may have a negative effect on our business, financial condition and results of operations. Currently, the cost of electricity generated from wave energy, without the benefit of subsidies or other economic incentives, substantially exceeds the prevailing price of electricity in many significant markets in the world. As a result, the near-term growth of the market opportunity for our utility PowerBuoy systems, which are designed to feed electricity into a local or regional power grid, depends significantly on the availability and magnitude of government incentives and subsidies for wave energy. Federal, state and local governmental bodies in many countries have provided subsidies in the form of tariff subsidies, rebates, tax credits and other incentives to utilities, power generators and distributors using renewable energy. However, these incentives and subsidies generally decline over time, and many incentive and subsidy programs have specific expiration dates. The timing, scope and size of 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. We do not believe that the continuing global economic uncertainty 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.

Financial Operations Overview

The following describes certain line items in our consolidated statements 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. Upon anticipating a loss on a contract, we recognize the full amount of the anticipated loss in the current period.

Generally our contracts are either cost plus or fixed price contracts. Under cost plus contracts, we bill the customer for actual expenses incurred plus an agreed-upon fee. Revenue is typically recorded using the percentage-of-completion method based on the maximum awarded contract amount. In certain cases, we may choose to incur costs in excess of the maximum awarded contract amounts resulting in a loss on the contract. Currently, we have two types of fixed price contracts, firm fixed price and cost-sharing. Under firm fixed price contracts, we receive an agreed-upon amount for providing products and services that are specified in the contract. Revenue is typically recorded using the percentage-of-completion method based on the contract amount. Depending on whether actual costs are more or less than the agreed-upon amount, there is a profit or loss on the project. Under cost-sharing contracts, the fixed amount agreed upon with the customer is only intended to fund a portion of the costs on a specific project. We fund the remainder of the costs as part of our product development efforts. Revenue is typically recorded using the percentage-of-completion method based on the amount agreed upon with the customer. An amount corresponding to the revenue is recorded in cost of revenues resulting in gross profit on these contracts of zero. Our share of the costs is recorded as product development expense. Most of our revenue in the three and nine months ended January 31, 2014 and 2013 was from cost-sharing contracts.

The following table provides information regarding the breakdown of our revenues by customer for the three and nine months ended January 31, 2014 and 2013. During the three months ended January 31, 2014, we recognized negative revenues due to increased estimated costs associated with our WavePort project off the coast of Spain.

Customer ($ millions)	**Three months ended January 31, 2014**	**Three months ended January 31, 2013**	**Nine months ended January 31, 2014**	**Nine months ended January 31, 2013**
US Department of Energy	$ 0.1	$ 0.4	$ 0.4	$ 1.7
Mitsui Engineering & Shipbuilding	0.2	0.1	0.2	0.6
European Union (WavePort project)	(0.1)	0.2	0.3	0.6
US Navy	–	–	–	0.1
UK Government's Technology Strategy Board	–	0.1	0.2	0.1
Other	–	0.1	–	0.1
	$ 0.2	$ 0.9	$ 1.1	$ 3.2

We currently focus our sales and marketing efforts on North America, the west coast of Europe, Australia and Japan. The following table provides information regarding the breakdown of our revenues by geographical location of our customers for the nine months ended January 31, 2014 and 2013:

Customer Location	**Nine months ended January 31, 2014**	**Nine months ended January 31, 2013**
United States	34%	60%
Europe	45%	21%
Asia and Australia	21%	19%
	100%	100%

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 certain contracts.

Most of our revenue recorded for the nine months ended January 31, 2014 and 2013 was generated from cost-sharing contracts, which result in zero gross profit. Our ability to generate a gross profit will depend on the nature of future contracts, our success at developing sales of our PowerBuoy systems and 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 relate primarily to our efforts to increase the power output and reliability of our utility and autonomous PowerBuoy systems, and to our research and development of new products, product applications and complementary technologies. We expense all of our product development costs as incurred. Over the next several years, it is our intent to fund the majority of our research and development expenses, including cost-sharing arrangements, with sources of external funding. If we are unable to obtain external funding, we may curtail our product development expenses.

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. Total cash, cash equivalents, restricted cash, and marketable securities were $19.6 million as of January 31, 2014, compared to $24.5 million as of January 31, 2013.

We anticipate that our interest income reported in fiscal 2014 will continue to be lower than the comparable periods of the prior fiscal year as a result of the decrease in invested cash.

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. Due to the macroeconomic pressures in certain European countries, foreign exchange rates may become more volatile in the future.

We invest in certificates of deposit and maintain cash accounts that are denominated in British pounds sterling, Euros and Australian dollars. These foreign-denominated certificates of deposit and cash accounts had a balance of $2.1 million as of January 31, 2014 and $3.2 million as of January 31, 2013, compared to our total cash, cash equivalents, restricted cash, and marketable securities balances of $19.6 million as of January 31, 2014 and $24.5 million as of January 31, 2013. 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 nine months ended January 31, 2014 and 2013 were recorded in Euros, British pounds sterling or Japanese yen.

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.

Income tax benefit

During the nine months ended January 31, 2014 and 2013, we sold New Jersey net operating tax loss carryforwards and research and development credits resulting in income tax benefits of $1.7 million and $1.5 million, respectively. Previously, these carryforward amounts were subject to valuation allowances.

Results of Operations

Three Months Ended January 31, 2014 Compared to Three Months Ended January 31, 2013

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 January 31, 2014 and 2013:

	Three Months Ended January 31, 2014	Three Months Ended January 31, 2013	Change 2014 Period to 2013 Period
Revenues	$ 199,622	$ 865,553	(77)%
Cost of revenues	193,213	890,051	(78)
Gross profit	6,409	(24,498)	(126)
Operating expenses:			
Product development costs	785,946	601,748	31
Selling, general and administrative costs	1,771,560	2,367,849	(25)
Total operating expenses	2,557,506	2,969,597	(14)
Operating loss	(2,551,097)	(2,994,095)	15
Interest income, net	3,336	21,804	(85)
Foreign exchange gain	23,448	21,778	8
Loss before income taxes	(2,524,313)	(2,950,513)	
Income tax benefit	1,745,895	1,453,243	
Net loss	(778,418)	(1,497,270)	48
Less: Net loss attributable to the noncontrolling interest in Ocean Power Technologies (Australasia) Pty Ltd	38,628	31,499	23
Net loss attributable to Ocean Power Technologies, Inc	$ (739,790)	$ (1,465,771)	50%

Revenues

Revenues decreased by $0.7 million, or 77%, to $0.2 million in the three months ended January 31, 2014, as compared to $0.9 million in the three months ended January 31, 2013. The decrease in revenue resulted from the suspension of our Mark 3 PowerBuoy project off the coast of Oregon, decreased billable work on our PowerBuoy development projects and increased estimated costs associated with our WavePort project off the coast of Spain. These decreases were partially offset by an increase related to work performed under the $2.6 million contract entered into in October 2013 with MES.

Cost of revenues

Cost of revenues decreased by $0.7 million, or 78%, to $0.2 million in the three months ended January 31, 2014, as compared to $0.9 million in the three months ended January 31, 2013. The decrease in cost of revenues resulted from the suspension of our Mark 3 PowerBuoy project off the coast of Oregon, decreased billable work on our PowerBuoy development projects and increased estimated costs associated with our WavePort project off the coast of Spain. These decreases were partially offset by an increase related to work performed under the $2.6 million contract entered into in October 2013 with MES.

We operated at a slight gross profit in the three month period ended January 31, 2014 as compared to a gross loss in the three months ended January 31, 2013. Most of our projects in the three month periods ended January 31, 2014 and 2013 were under cost-sharing contracts. Under cost-sharing contracts, we receive a fixed amount agreed upon with the customer that is only intended to fund a portion of the costs on a specific project. We fund the remainder of the costs primarily as part of our product development efforts. Revenue is typically recorded using the percentage-of-completion method applied to the contractual amount agreed upon with the customer. An equal amount corresponding to the revenue is recorded in cost of revenues resulting in gross profit on these contracts of zero. Our share of the costs is considered to be product development expense. Our ability to generate a gross profit will depend on the nature of future contracts, our success at increasing sales of our PowerBuoy systems and on our ability to manage costs incurred on our fixed price contracts.

Product development costs

Product development costs increased by $0.2 million, or 31%, to $0.8 million in the three months ended January 31, 2014, as compared to $0.6 million in the three months ended January 31, 2013. Product development costs were attributable primarily to our efforts to increase the power output and reliability of our utility and autonomous PowerBuoy systems. Over the next several years, it is our intent to fund the majority of our product development expenses, including cost-sharing arrangements, with sources of external funding. If we are unable to obtain external funding, we may curtail our product development expenses.

Selling, general and administrative costs

Selling, general and administrative costs decreased by approximately $0.6 million, or 25%, to $1.8 million for the three months ended January 31, 2014 as compared to $2.4 million for the three months ended January 31, 2013. The decrease was due primarily to decreased employee related costs and the collection of an accounts receivable that had been fully reserved for in a prior period.

Interest income

Interest income decreased approximately 85% to $3,300 for the three months ended January 31, 2014, as compared to approximately $22,000 in the three months ended January 31, 2013, due to a decrease in cash, cash equivalents and marketable securities and a decrease in average yield.

Foreign exchange gain

Foreign exchange gain was $23,000 for the three months ended January 31, 2014, compared to $22,000 for the three months ended January 31, 2013. The difference was attributable primarily to the relative change in value of the British pound sterling, Euro, Australian dollar and Japanese yen compared to the US dollar during the two periods.

Income tax benefit

During the nine months ended January 31, 2014 and 2013, we sold New Jersey net operating tax loss carryforwards and research and development credits resulting in income tax benefits of $1.7 million and $1.5 million, respectively. Previously, these carryforward amounts were subject to valuation allowances.

Nine Months Ended January 31, 2014 Compared to Nine Months Ended January 31, 2013

The following table contains selected statement of operations information, which serves as the basis of the discussion of our results of operations for the nine months ended January 31, 2014 and 2013:

	Nine Months Ended January 31,		% Change
	2014	**2013**	**2014 Period to 2013 Period**
Revenues	$ 1,124,157	$ 3,208,248	(65)%
Cost of revenues	1,115,925	3,116,188	(64)
Gross profit	8,232	92,060	(91)
Operating expenses:			
Product development costs	3,666,980	5,466,742	(33)
Selling, general and administrative costs	6,128,211	6,856,815	(11)
Total operating expenses	9,795,191	12,323,557	(21)
Operating loss	(9,786,959)	(12,231,497)	20
Interest income, net	6,573	112,116	(94)
Foreign exchange gain	152,575	16,196	842
Loss before income taxes	(9,627,811)	(12,103,185)	
Income tax benefit	1,745,895	1,453,243	20
Net loss	(7,881,916)	(10,649,942)	26
Less: Net loss attributable to the noncontrolling interest in Ocean Power Technologies (Australasia) Pty Ltd	121,599	96,578	26
Net loss attributable to Ocean Power Technologies, Inc	$ (7,760,317)	$ (10,553,364)	26%

Revenues

Revenues decreased by $2.1 million, or 65%, to $1.1 million in the nine months ended January 31, 2014, as compared to $3.2 million in the nine months ended January 31, 2013. The decrease in revenue related to the suspension of our Mark 3 PowerBuoy project off the coast of Oregon, decreased billable work on our PowerBuoy development projects, the completion of a project with MES in the prior fiscal year, and increased estimated costs associated with our WavePort project off the coast of Spain.

Cost of revenues

Cost of revenues decreased by $2.0 million, or 64%, to $1.1 million in the nine months ended January 31, 2014, as compared to $3.1 million in the nine months ended January 31, 2013. The decrease in cost of revenues related to the suspension of our Mark 3 PowerBuoy project off the coast of Oregon, decreased billable work on our PowerBuoy development projects, the completion of a project with MES in the prior fiscal year, and increased estimated costs associated with our WavePort project off the coast of Spain.

We operated at a gross profit in the nine month periods ended January 31, 2014 and 2013. Most of our projects in the nine month periods ended January 31, 2014 and 2013 were under cost-sharing contracts. Under cost-sharing contracts, we receive a fixed amount agreed upon with the customer that is only intended to fund a portion of the costs on a specific project. We fund the remainder of the costs primarily as part of our product development efforts. Revenue is typically recorded using the percentage-of-completion method applied to the contractual amount agreed upon with the customer. An equal amount corresponding to the revenue is recorded in cost of revenues resulting in gross profit on these contracts of zero. Our share of the costs is considered to be product development expense. Our ability to generate a gross profit will depend on the nature of future contracts, our success at increasing sales of our PowerBuoy systems and on our ability to manage costs incurred on our fixed price contracts.

Product development costs

Product development costs decreased by $1.8 million, or 33%, to $3.7 million in the nine months ended January 31, 2014, as compared to $5.5 million in the nine months ended January 31, 2013. Product development costs were attributable primarily to our efforts to increase the power output and reliability of our utility and autonomous PowerBuoy systems. The decrease in product development costs was related primarily to a decrease in activity related to our PowerBuoy project off the coast of Oregon. Over the next several years, it is our intent to fund the majority of our product development expenses, including cost-sharing arrangements, with sources of external funding. If we are unable to obtain external funding, we may curtail our product development expenses. During the nine months ended January 31, 2014, the majority of funding for our PowerBuoy development project was from external sources.

Selling, general and administrative costs

Selling, general and administrative costs decreased by approximately $0.8 million, or 11%, to $6.1 million for the nine months ended January 31, 2014 as compared to $6.9 million for the nine months ended January 31, 2013. The decrease was due primarily to decreased employee related costs and third party consultant costs and the collection of the Ibermar account receivable that had been fully reserved for in a prior period. These decreases were partially offset by fees associated with the establishment of the At the Market Offering Agreement and site development expenses related to the VWP project in Australia.

Interest income

Interest income decreased approximately 94% to $6,600 for the nine months ended January 31, 2014, as compared to approximately $112,000 in the nine months ended January 31, 2013, due to a decrease in cash, cash equivalents and marketable securities and a decrease in average yield.

Foreign exchange gain

Foreign exchange gain was $153,000 for the nine months ended January 31, 2014, compared to $16,000 for the nine months ended January 31, 2013. The difference was attributable primarily to the relative change in value of the British pound sterling, Euro, Australian dollar and Japanese yen compared to the US dollar during the two periods.

Income tax benefit

During the nine months ended January 31, 2014 and 2013, we sold New Jersey net operating tax loss carryforwards and research and development credits resulting in income tax benefits of $1.7 million and $1.5 million, respectively. Previously, these carryforward amounts were subject to valuation allowances.

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 two years ended April 30, 2013, our net losses were $30.0 million and our net cash used in operating activities was $24.8 million.

Cash flows for the nine months ended January 31, 2014 and 2013 were as follows:

	Nine Months Ended January 31, 2014	Nine Months Ended January 31, 2013
Net loss	$ (7,881,916)	$ (10,649,942)
Adjustments for noncash operating items	447,419	1,143,387
Net cash operating loss	(7,434,497)	(9,506,555)
Net change in operating assets and liabilities	(617,520)	1,292,804
Net cash used in operating activities	$ (8,052,017)	$ (8,213,751)
Net cash provided by investing activities	$ 1,728,959	$ 7,921,183
Net cash provided by (used in) financing activities	$ 5,859,445	$ (96,505)
Effect of exchange rates on cash and cash equivalents	$ 7,463	$ (9,446)

Net cash used in operating activities

Net cash used in operating activities was $8.0 million and $8.2 million for the nine months ended January 31, 2014 and 2013, respectively. The change was the result of a decrease in net loss of $2.8 million and decreases in noncash operating items of $0.7 million, offset by a decrease in cash used by the net change in operating assets and liabilities of $1.9 million.

The decrease in net loss for the nine months ended January 31, 2014 compared to the nine months ended January 31, 2014 reflects a decrease in product development costs of $1.8 million relating primarily to a decrease in activity related to our PowerBuoy project off the coast of Oregon.

The decrease in noncash operating items during the nine months January 31, 2014 reflects a decrease in equity compensation of $0.2 million, a gain on foreign exchange of $0.1 million, and the reversal of a prior period allowance for doubtful accounts receivable of $0.3 million.

The decrease in operating assets and liabilities during the nine months January 31, 2014 reflects the collection of $0.6 million in accounts receivable, a net decrease in accounts payable and accrued expenses of $0.5 million, offset by an increase of $0.2 million for prepaid insurance and unbilled receivables, and a net increase of $0.3 million in other noncurrent assets, during the nine months ended January 31, 2014.

Net cash provided by investing activities

Net cash provided by investing activities was $1.7 million for the nine months ended January 31, 2014 and $7.9 million for the nine months ended January 31, 2013. The change was primarily the result of a net decrease in purchases of marketable securities of $5.7 million, an increase in restricted cash of $0.8 million, offset by decreased purchases of equipment of $0.3 million.

Net cash provided by (used in) financing activities

Net cash provided by financing activities was $5.9 million for the nine months ended January 31, 2014 compared to net cash used in financing activities of $97,000 for the nine months ended January 31, 2013. The change was primarily the result of proceeds of $5.9 million received in the current year period from the sale of common stock pursuant to the ATM Facility.

Effect of exchange rates on cash and cash equivalents

The effect of exchange rates on cash and cash equivalents was an increase of $7,000 and a decrease of $9,000 in the nine months ended January 31, 2014 and 2013, respectively. The effect of exchange rates on cash and cash equivalents results primarily from gains or losses on consolidation of foreign subsidiaries and foreign denominated cash and cash equivalents.

Liquidity Outlook

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 planned commercialization of the PowerBuoy systems. Our future capital requirements will depend on a number of factors, including:

- the cost of development efforts for our PowerBuoy systems;
- our success in developing commercial relationships with major customers;
- the ability to obtain project-specific financing, grants, subsidies and other sources of funding for some of our projects;
- the cost of manufacturing activities;
- the cost of commercialization activities, including demonstration projects, product marketing and sales;
- our ability to establish and maintain additional customer relationships;
- the implementation of our expansion plans, including the hiring of new employees as our business increases;
- 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 have incurred negative operating cash flows since our inception. As of January 31, 2014, our cash and cash equivalents, marketable securities and restricted cash balance was approximately $19.6 million. Based upon our cash and cash equivalents and marketable securities balance as of January 31, 2014, we believe that we will be able to finance our capital requirements and operations into the second calendar quarter of 2015.

During fiscal 2014 and 2013, we have continued to make investments in ongoing product development efforts in anticipation of future growth. Our future results of operations involve significant risks and uncertainties. Factors that could affect our future operating results and cause actual results to vary materially from expectations include, but are not limited to, risks from competition, new products, technological change, recent economic activity and dependence on key personnel. In order to complete our future growth strategy, we will require additional equity and/or debt financing. There is no assurance that additional equity and/or debt financing will be available to us as needed. If sufficient financing is not obtained, we may be required to further curtail or limit certain product development costs, and/or selling, general and administrative activities in order to reduce our cash expenditures.

In January 2013, we filed with the SEC a shelf registration statement on Form S-3 registering the sale of up to $40,000,000 of debt, equity and other securities (the “S-3 Shelf”). The S-3 Shelf was declared effective in February 2013 and affords us additional financial flexibility. On June 6, 2013, we entered into an At the Market Offering Agreement (the “Offering Agreement”) with Ascendiant Capital Markets, LLC (the “Manager”).

During the nine months ended January 31, 2014, we sold 2,254,180 shares pursuant to the Offering Agreement for net proceeds of approximately $5,933,300 and subsequently sold 1,052,154 shares in February 2014 for net proceeds of approximately $3,765,100. Form S-3 limits the aggregate market value of securities that we are permitted to offer in any 12-month period under Form S-3, whether under the Offering Agreement or otherwise, to one third of our public float. With the February 2014 share sales, we effectively reached the limit of the Offering Agreement and are currently assessing additional financing alternatives. Approximately $30.0 million remains available under the S-3 Shelf.

Under the ARENA agreement related to the VWP Project, conditions for receiving grant funds include achievement of project milestones, obtaining significant additional funding and other factors. Raising such additional funding for the VWP Project is in addition to financing requirements which may otherwise be needed for other Company operations. As additional equity related to the VWP Project is raised, our ownership percentage of OPTA and VWP may be diluted.

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*

Not Applicable.

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, 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 January 31, 2014, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

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 January 31, 2014 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, 2013. 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. Changes in our risk factors from those disclosed in our Annual Report on Form 10-K filed with the SEC on July 12, 2013 are included below.

Our inability to effectively manage our growth could adversely affect our business and operations.

The scope of our operations to date has been limited, and we do not have experience operating on the scale that we believe will be necessary to achieve profitable operations. Our current personnel, facilities, systems and internal procedures and controls are not adequate to support our projected future growth. This factor, when combined with the technical complexity of some of our development efforts, may result in our inability to meet certain customer expectations or deadlines and could result in the amendment to, or termination of, customer contracts or relationships. To realize our growth, we may add sales, marketing and engineering offices in our existing and/or additional locations, which may include Australia, Japan, and continental Europe and which may result in additional organizational complexity.

To manage the expansion of our operations, we will be required to improve our operational and financial systems, procedures and controls, increase our manufacturing capacity and throughput and expand, train and manage our employee base, which must increase significantly if we are to be able to fulfill our current manufacturing and growth plans. Our management will also be required to maintain and expand our relationships with customers, suppliers and other third parties, as well as attract new customers and suppliers. If we do not meet these challenges, we may be unable to take advantage of market opportunities, execute our business strategies or respond to competitive pressures.

We may be subject to litigation and other regulatory proceedings that may negatively impact our results of operations.

From time to time, we are subject to litigation and regulatory actions relating to our business. The initiation or defense of litigation or regulatory actions would require us to make certain expenditures and can divert the attention of our management away from operating our business. In addition, an unfavorable decision or outcome could result in further, potentially significant, expenditures. Where disclosure is required, we will discuss current legal proceedings in which we are involved in our periodic reports filed with the SEC.

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

There have been no unregistered sales of equity securities or purchases of equity securities by the Company that are required to be disclosed.

Item 3. *DEFAULTS UPON SENIOR SECURITIES*

None.

Item 4. *MINE SAFETY DISCLOSURES*

None.

Item 5. *OTHER INFORMATION*

None.

Item 6. ***EXHIBITS***

10.1	Employment Agreement, dated December 2, 2013, between Mark A. Featherstone and Ocean Power Technologies, Inc.
10.2	Amendment letter to Employment Agreement, dated December 11, 2013, between George W. Taylor and Ocean Power Technologies, Inc.
10.3	Amendment letter to Employment Agreement, dated December 11, 2013, between Charles F. Dunleavy and Ocean Power Technologies, Inc.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
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101	The following materials formatted in eXtensible Business Reporting Language (XBRL) from Ocean Power Technologies, Inc Quarterly Report on Form 10-Q for the quarter ended January 31, 2014, filed March 14, 2014: (i) Consolidated Balance Sheets – January 31, 2014 (unaudited) and April 30, 2013, (ii) Consolidated Statements of Operations (unaudited) – Three and Nine Months Ended January 31, 2014 and 2013, (iii) Consolidated Statements of Comprehensive Loss (unaudited) – Three and Nine Months Ended January 31, 2014 and 2013, (iv) Consolidated Statements of Cash Flows (unaudited) – Nine Months Ended January 31, 2014 and 2013, (v) Consolidated Statements of Stockholders' Equity (unaudited) – Nine Months Ended January 31, 2014 and 2013 and (vi) Notes to Consolidated Financial Statements.

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.

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

Date: March 14, 2014

By: /s/ Mark A. Featherstone
Mark A. Featherstone
Chief Financial Officer
(Principal Financial Officer)

Date: March 14, 2014

EXHIBITS INDEX

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Exhibit 10.1

1590 Reed Road
Pennington, NJ 08534 USA
Tel: 609-730-0400 - Fax: 609-730-0404

November 26, 2013

Mr. Mark A. Featherstone

Dear Mark:

Ocean Power Technologies, Inc. (“OPT” or the “Company”) is very pleased to offer you a position as a full time employee.

OPT hereby offers to you the position of Chief Financial Officer, Secretary and Treasurer of Ocean Power Technologies, Inc., reporting to me. As such, your duties and responsibilities will be those duties and responsibilities consistent with your position as may from time to time be assigned by me, including your focus on the Company’s financial, accounting, reporting and regulatory activities.

OPT may add to or alter your position and responsibilities as deemed appropriate in the future. In addition, you will have the following responsibilities: (a) devote attention, labor, skill and energy to the business of OPT and diligently, and to the best of your ability, perform all duties incident to your employment as described in this letter, and (b) use your best efforts to promote the interests, goodwill and welfare of OPT.

Compensation for your services, subject to the terms of this letter, shall be a salary of **$270,000.00 on an annual basis**, to be paid semi-monthly in accordance with OPT’s payroll practices, for as long as you are employed or until a change is made by OPT to your salary. Also, subject to approval of the Board of Directors of OPT, subsequent to the commencement of your employment with the Company you will be awarded **options to acquire 50,000 shares** of the common stock of OPT, and **25,000 restricted shares** of the common stock of OPT, under and subject to the terms of the OPT 2006 Stock Incentive Plan, as amended, and the Company’s standard restricted stock and stock option agreements. The option grant will be vested over three years based on attainment of performance goals to be agreed upon with me, assuming you remain employed by the Company on such vesting dates. The term of these options will be for a period of ten (10) years from the date of grant, in accord with the Company’s standard form of stock option agreement. Of the restricted stock grant, the shares will be vested over three years, based on attainment of performance goals to be agreed upon with me, assuming you remain employed by the Company on such vesting dates.

You will also be eligible to participate in the Company’s 401(k) Plan, which currently provides for a **50% employer match** to employee contributions, under stated terms and conditions.

You shall be expected to work during OPT's normal operating hours, as well as any additional hours needed in order to complete your assigned tasks. Payments to you shall be less all amounts required to be withheld by Federal, State and all applicable income tax laws, regulations and rulings.

You will receive reviews of your job performance in accordance with OPT's policies. Adjustments to your compensation, if any, will generally be considered on an annual basis. In connection with reviews of your job performance and overall performance of the Company, you will be **eligible for consideration of a bonus award with a target of 35%** of your base salary and with a **maximum upside of 150% of that target** if goals are exceeded; also, you will be eligible for consideration of awards of stock-based compensation.

In addition to the compensation stated in this offer, during your employment you will be entitled to participate in all employee benefit plans and programs now or in the future maintained by OPT, so long as you meet any applicable eligibility requirements. You also will receive vacation time to be accrued in accordance with OPT's policies, of **four weeks' annual paid vacation**. In addition, you will be permitted to use up to **five paid sick days**. You will also receive a total of **ten holidays with pay**, each year.

By accepting this offer, you recognize and acknowledge that you may have access to certain ideas, processes, strategies, trade secrets, methods of operation or other non-public information ("Confidential Information") of OPT and that all such information constitutes valuable, special and unique property of OPT. You agree that you will not, without the prior written consent of OPT, disclose or authorize or permit anyone under your direction to disclose to anyone not properly entitled thereto any such Confidential Information relative to the business, technology, operations, financial condition or services of OPT or any subsidiary. Accordingly, as part of your acceptance of this offer, you agree to execute and be bound by the attached Proprietary Information, Restrictive Covenant and Inventions Agreement (Agreement).

By accepting this offer, you further represent that you are not bound by any employment contract, restrictive covenant or other restriction preventing you from entering into employment with OPT and carrying out your responsibilities to the Company or which in any way otherwise interferes with or is in conflict with such employment.

This letter shall not be construed as an agreement, either express or implied, to employ you for any stated term, and shall in no way alter OPT's policy of employment at-will, under which both you and OPT remain free to terminate the employment relationship at any time, with or without notice and with or without Cause (as defined below). Notwithstanding the above, the Company shall provide you with two (2) weeks' notice prior to terminating your employment; provided, however, that the Company may, in its sole discretion, pay to you in lieu of such notice an amount equal to the Base Salary that would otherwise be payable to you for such two-week period. This payment will be made in accordance with the Company's regular payroll policies.

In the event you terminate your employment with the Company for Good Reason or the Company terminates your employment for any reason other than (i) for Cause or (ii) because you cannot perform your services as a result of physical or mental incapacitation, you will receive the following severance: for a period of 12 months following your date of termination the Company will continue to pay to you your Base Salary, and will pay medical and dental benefits under the Company's medical and dental plans then in effect.

Any such severance will be paid by the Company as salary continuation in accordance with its regular payroll practices, and will be conditioned upon the execution and nonrevocation by you of a severance and release agreement provided by the Company and releasing all claims against it and its affiliates (to the extent permitted by applicable law). All payments to you hereunder shall be less taxes and any other deductions required by law.

For purposes of this Agreement:

"Cause" means a termination of your employment by the Company because you have done any of the following: (a) materially breached or materially failed to perform your duties under applicable law, (b) failed to follow lawful and reasonable directives of the Board, or any executive officer to whom you report, (c) failed to follow the Company's policies and procedures in effect from time to time, (d) committed an act of dishonesty in the performance of your duties or engaged in willful misconduct detrimental to the business of the Company, (e) been indicted on felony charges, (f) been convicted of misdemeanor charges involving any crime of moral turpitude, (g) breached in any material respect or failed to perform in any material respect your obligations and duties or any Agreement between you and the Company, or (h) violated your restrictive covenants with the Company (including, without limit, your noncompete, nonsolicit, nonhire, confidentiality obligations, and intellectual property transfer obligations regarding the ownership of intellectual property created or developed, in whole or in part, by you while an employee of the Company.

"Good Reason" means a material diminution of your duties or responsibilities or a material change in the position to which you report. A termination by you for Good Reason can only occur if (i) within sixty (60) days after the initial occurrence of the condition giving rise to Good Reason, you have given a written notice of such to the Company, (ii) the Company has not cured the condition within thirty (30) days after receipt of such notice, and (iii) you actually cease employment within thirty (30) days after the period set forth in clause (ii).

This letter and the Agreement attached constitute the entire offer to you and, if you accept, they shall constitute the entire agreement and shall be governed by the laws of the state of New Jersey. If you agree to the terms of this offer, please sign and date below, as well as on the attached Agreement and return the originals to me.

This offer is valid through December 4, 2013.

Should you have any questions concerning this offer, or any other question about the Company and this position, please contact me. I look forward to hearing from you.

Sincerely,

/s/ Charles F. Dunleavy
Charles F. Dunleavy
Chief Executive Officer
I have read and understand this letter. The foregoing correctly sets forth the terms of my employment with OPT

/s/Mark A. Featherstone DATE: December 2, 2013
Mark A. Featherstone

Exhibit 10.1

Ocean Power Technologies, Inc.

PROPRIETARY INFORMATION, RESTRICTIVE COVENANT AND INVENTIONS AGREEMENT

As an employee of OCEAN POWER TECHNOLOGIES, INC., or any of its subsidiaries or affiliates (together, the “Company”), and as a condition of my employment by the Company and in consideration of the compensation now and hereafter paid to me, I agree to the following:

1. **MAINTAINING CONFIDENTIAL INFORMATION**

(a) **Company Information** - I agree at all times during the term of my employment and thereafter to hold in strictest confidence, and not to use, except for the benefit of the Company, or to disclose to any person, firm or corporation, without the written authorization of the Board of Directors of the Company, any trade secrets, confidential knowledge, data or other proprietary information of the Company. By way of illustration and not limitation, such Company information shall include information relating to products, processes, know-how, designs, formulas, methods, samples, media and/or cell lines, developmental or experimental work, improvements, discoveries, plans for research, new products, marketing and selling, business plans, budgets and unpublished financial statements, licenses, prices and costs, suppliers and customers, and information regarding the skills and compensation of other employees of the Company.

(b) **Former Employer Information** - I agree that I will not, during my employment with the Company, improperly use or disclose any proprietary information or trade secrets of my former or concurrent employers or companies, if any, and that I will not bring onto the premises of the Company any unpublished documents or any property belonging to my former or concurrent employers or companies unless previously and specifically consented to in writing by said employers or companies.

(c) **Third Party Information** - I recognize that the Company has received and in the future will receive confidential or proprietary information from third parties subject to a duty on the Company’s part to maintain the confidentiality of such information and, in some cases, to use it only for certain limited purposes. I agree that I owe the Company and such third parties, both during the term of my employment and thereafter, a duty to hold all such confidential and proprietary information in the strictest confidence and not to disclose it to any person, firm or corporation (except in a manner that is consistent with the Company’s agreement with the third party) or use it for the benefit of anyone other than the Company or such third party (consistent with the Company’s agreement with the third party), unless expressly authorized to act otherwise by an officer of the Company.

2. **ASSIGNMENT OF INVENTIONS AND ORIGINAL WORKS**

(a) **Inventions and Original Works Assigned to the Company** - I agree that I will make prompt written disclosure to the Company, will hold in trust for the sole right and benefit of the Company, and hereby assign to the Company all my right, title and interest in and to any ideas, inventions, original works or authorship, developments, improvements or trade secrets which I may solely or jointly conceive or reduce to practice, or cause to be conceived or reduced to practice, during the period of my employment with the Company.

I acknowledge that all original works of authorship which are made by me (solely or jointly with others) within the scope of my employment and which are protectable by copyright are “works made for hire,” as that term is defined in the United Stations Copyright Act (17 U.S.C., Section 101).

(b) **Inventions and Original Works Assigned to the United States** - I hereby assign to the United States government all my right, title and interest in and to any and all inventions, original works of authorship, developments, improvements or trade secrets whenever full title to same is required to be in the United States by a contract between the Company and the United States or any of its agencies.

(c) **Obtaining Letters Patent, Copyright Registrations and Other Protections** - I will assist the Company in every proper way to obtain and enforce United States and foreign proprietary rights relating to any and all inventions, original works of authorship, developments, improvements or trade secrets of the Company in any and all countries. To that end I will execute, verify and deliver such documents and perform such other acts (including appearing as a witness) that the Company may reasonable request for use in applying for, obtaining, perfecting, evidencing, sustaining and enforcing such proprietary rights and the assignment thereof. In addition, I will execute, verify and deliver assignments of such proprietary rights to the Company or its designee. My obligation to assist the Company with respect to proprietary rights in any and all countries shall continue beyond the termination of my employment, but the Company shall compensate me at a reasonable rate after my termination for the time actually spent by me at the Company’s request on such assistance.

In the event the Company is unable for any reason, after reasonable effort, to secure my signature on any document needed in connection with the actions specified in the preceding paragraph, I hereby irrevocably designate and appoint the Company and its duly authorized officers and agents as my agent and attorney-in-fact, to act for and in my behalf to execute, verify and file any such documents and to do all other lawfully permitted acts to further the purposes of the preceding paragraph with the same legal force and effect as if executed by me. I hereby waive and quitclaim to the Company any and all claims of any nature whatsoever which I now or may hereafter have for infringement of any proprietary rights assigned to the Company.

(d) **Obligation to Keep the Company Informed** - In addition to my obligations under paragraph 2(a) above, during the period of my employment I will promptly disclose to the Company fully and in writing all patent applications filed by me or on my behalf. I agree to keep and maintain adequate and current records (in the form of notes, sketches, drawings and in any other form that may be required by the Company) of all proprietary information developed by me and all inventions made by me during the period of my employment by the Company, which records shall be available to and remain the sole property of the Company at all times.

3. **NON-COMPETITION**

I agree that, during my employment with the Company and for a period of one (1) year after termination of my employment with the Company, I will not, without the Company’s expressed written consent, engage in any consulting, employment or business that is directly or indirectly competitive with the Company or assist others in any business that is competitive with the Company. A company shall be considered “competitive” with the Company if such company engages in any line of business in competition with the ocean wave energy generation technology services and/or products with which I was, directly or indirectly, engaged while an employee of the Company.

4. **NON-SOLICITATION/NON-INTERFERENCE**

(a) **Employees and Independent Contractors -** During my employment and for a period of one (1) year after termination of my employment with the Company, I will not recruit, solicit, or hire, or assist others in recruiting, soliciting or hiring, any past or present employee, director, contractor or other business associate (collectively each a “Business Relation”) or otherwise induce any Business Relation to terminate or cease his/her employment or other business relationship with the Company. The term Business Relation shall include those individuals or entities who were employed, engaged or associated with the Company during my employment or, if after the termination of my employment, within the twelve (12) month period prior to the termination of my employment.

(b) **Clients, Customers and Business Contacts -** During my employment and for the period of one (1) year after termination of my employment with the Company, I will not solicit, divert, or take away, or attempt to solicit, divert or take away the business or patronage of any of the clients, customers, business contacts or accounts of the Company which were contacted, solicited or served by me at any time during my employment with the Company or regarding which I had access to substantive confidential information.

5. **NO CONFLICTING OBLIGATIONS**

I represent that my performance of all the terms of this Agreement and as an employee of the Company does not and will not breach any agreement or obligation of mine relating to any time prior to my employment by the Company. I have not entered into, and I agree I will not enter into, any agreement either written or oral in conflict herewith.

6. **RETURN OF COMPANY PROPERTY**

When I leave the employ of the Company or upon any request from the Company, I will deliver to the Company (and will not keep in my possession, recreate or deliver to anyone else) any and all devices, records, data, notes, reports, proposals, lists, correspondence, specifications, drawings, blueprints, sketches, materials, equipment, other documents or property, together with all copies thereof (in whatever medium recorded) belonging to the Company, its successors or assigns whether kept at the Company, home or elsewhere. I further agree that all Company property, including disks and other storage media and filing cabinets or other work areas, is subject to inspection by Company personnel at any time with or without notice.

7. **NOTIFICATION OF NEW EMPLOYER**

In the event that I leave the employ of the Company, I hereby consent to the notification of my new employer of my rights and obligations under this Agreement.

8. LEGAL AND EQUITABLE REMEDIES

Because my services are personal and unique and because I may have access to and become acquainted with the proprietary information of the Company, the Company shall have the right to enforce this Agreement and any of its provisions by injunction, specific performance or other equitable relief, without bond and without prejudice to any other rights and remedies that the Company may have for a breach of this Agreement.

9. GENERAL PROVISIONS

(a) **Not an Employment Contract** - I agree and understand that nothing in this Agreement shall confer any right with respect to continuation of my employment by the Company, nor shall it interfere in any way with my right or the Company's right to terminate my employment at any time, with or without cause.

(b) **Governing Law; Consent to Personal Jurisdiction** - This Agreement will be governed by and construed according to the laws of the State of New Jersey, excluding conflicts of laws principles. I hereby expressly consent to the personal jurisdiction of the state and federal courts located in New Jersey for any lawsuit filed there against me by the Company arising from or relating to this Agreement.

(c) **Entire Agreement** - This Agreement sets forth the final, complete and exclusive agreement and understanding between the Company and me relating to the subject matter hereof and supersedes all prior and contemporaneous understandings and agreements relating to its subject matter. No modification of or amendment to this Agreement, nor any waiver of any rights under this Agreement, will be effective unless in writing and signed by both the Company and me. Any subsequent change or changes in my duties, salary or compensation will not affect the validity or scope of this Agreement.

(d) **Severability** - If one or more of the provisions in this Agreement are deemed unenforceable by law, then the remaining provisions will continue in full force and effect.

(e) **Successors and Assigns** - This Agreement will be binding upon my heirs, executors, administrators and other legal representatives and will be for the benefit of the Company, its successors and its assigns.

(f) **Survival** - The provisions of this Agreement shall survive the termination of my employment and the assignment of this Agreement by the Company to any successor in interest of other assignee.

(g) **Waiver** - No waiver by the Company of any breach of this Agreement shall be waiver of any preceding or succeeding breach. No waiver by the Company of any right under this Agreement shall be construed as a waiver of any other right. The Company shall not be required to give notice to enforce strict adherence to all terms of this Agreement.

(h) **Notice** - Any notices required or permitted hereunder hall be given to the appropriate party at the address specified below or at such other address as the party shall specify in writing. Such notice shall be deemed given upon personal delivery, or sent by certified or registered mail, postage prepaid, three (3) days after the date of mailing.

Exhibit 10.1

This Agreement shall be effective as of the first day of my employment with the Company, namely: , 20 .

I UNDERSTAND THAT THIS AGREEMENT AFFECTS MY RIGHTS TO INVENTIONS I MAKE DURING MY EMPLOYMENT, AND RESTRICTS MY RIGHT TO DISCLOSE OR USE THE COMPANY’S PROPRIETARY INFORMATION DURING OR SUBSEQUENT TO MY EMPLOYMENT.

I HAVE READ THIS AGREEMENT CAREFULLY AND UNDERSTAND ITS TERMS.

Dated: December 2, 2013

/s/Mark A. Featherstone
Signature

Mark A. Featherstone
Printed Name of Employee

Exhibit 10.2

George W. Taylor

December 11, 2013

Ocean Power Technologies, Inc.
1590 Reed Road
Pennington, NJ 08534
Attn: Terence J. Cryan, Chairman of Compensation Committee

Re: Temporary Executive Salary Reduction

Dear Terry:

This letter confirms our discussion regarding our agreement to have my base salary compensation temporarily reduced in order to help reduce the monthly cash expenditures of Ocean Power Technologies, Inc. (the "*Company*") as we collectively work toward achieving improved cash flow. This letter outlines our agreement with respect to the foregoing, and amends the Amended and Restated Employment Agreement dated April 8, 2009 between myself and the Company (the "*Employment Agreement*") and supersedes the letter agreement of July 11, 2013.

1. The period of temporary salary reduction shall commence on January 1, 2014 and shall continue in effect until July 31, 2014 (the "*Temporary Salary Reduction Period*").

2. During the Temporary Salary Reduction Period, my annualized base salary shall be reduced from $475,000 to $420,000 (the "*Temporary Salary*"), and such Temporary Salary will be payable in accordance with the Company's normal payroll procedures. At the end of the Temporary Salary Reduction Period, my annualized base salary shall return to $475,000, subject to further increases or decreases as may be made from time to time in accordance with the terms of the Employment Agreement.

3. In consideration for my agreement to accept the Temporary Salary during the Temporary Salary Reduction Period, the Company is agreeing to issue me incentive stock options ("*Options*") or shares of restricted stock ("*Restricted Stock*") under the Company's 2006 Stock Incentive Plan (the "*Plan*") equal in value to the aggregate reduction in my base salary during the Temporary Salary Reduction Period. Such grants of Options or shares of Restricted Stock shall be made on the last day of each calendar quarter during the Temporary Salary Reduction Period (or, if the Temporary Salary Reduction Period ends during a calendar quarter, on the last day of the Temporary Salary Reduction Period) at the then fair market value of the Company's Common Stock as required under the Plan. The number of shares underlying such Options or the number of shares of Restricted Stock shall be determined on the date of grant and shall have an aggregate value (based on the Company's customary valuation methodology) equal to the aggregate reduction in base salary during such calendar quarter. Such Options or shares of Restricted Stock shall be fully vested on the date of grant (and will otherwise contain customary terms for such a grant), and I will notify the Company at least 5 business days prior to the end of such calendar quarter whether I am electing to receive Options or shares of Restricted Stock as consideration for such calendar quarter.

4. If for any reason my employment with the Company is terminated during the Temporary Salary Reduction Period, my base salary on the date of termination shall be deemed to be equal to $475,000 for purposes of any severance or other benefits that I may be entitled to under the Employment Agreement based on such termination.

The foregoing reflects the only amendments to my Employment Agreement. Except as specifically amended hereby, the Employment Agreement shall continue in full force and effect.

Please confirm your acknowledgement and agreement with the foregoing matters by executing this letter agreement in the space set forth below.

Sincerely,

/s/George W. Taylor

____

George W. Taylor

ACKNOWLEDGED AND AGREED:

Ocean Power Technologies, Inc.
/s/ Terence J. Cryan

____

By: Terence J. Cryan
Its: Chairman – Compensation Committee

Exhibit 10.3

Charles F. Dunleavy

December 11, 2013

Ocean Power Technologies, Inc.
1590 Reed Road
Pennington, NJ 08534
Attn: Terence J. Cryan, Chairman of Compensation Committee

Re: Temporary Executive Salary Reduction

Dear Terry:

This letter confirms our discussion regarding our agreement to have my base salary compensation temporarily reduced in order to help reduce the monthly cash expenditures of Ocean Power Technologies, Inc. (the "*Company*") as we collectively work toward achieving improved cash flow. This letter outlines our agreement with respect to the foregoing, and amends the Amended and Restated Employment Agreement dated April 8, 2009 between myself and the Company (the "*Employment Agreement*") and supersedes the letter agreement of July 11, 2013.

1. The period of temporary salary reduction shall commence on January 1, 2014 and shall continue in effect until July 31, 2014 (the "*Temporary Salary Reduction Period*").

2. During the Temporary Salary Reduction Period, my annualized base salary shall be reduced from $425,000 to $375,000 (the "*Temporary Salary*"), and such Temporary Salary will be payable in accordance with the Company's normal payroll procedures. At the end of the Temporary Salary Reduction Period, my annualized base salary shall return to $425,000, subject to further increases or decreases as may be made from time to time in accordance with the terms of the Employment Agreement.

3. In consideration for my agreement to accept the Temporary Salary during the Temporary Salary Reduction Period, the Company is agreeing to issue me incentive stock options ("*Options*") or shares of restricted stock ("*Restricted Stock*") under the Company's 2006 Stock Incentive Plan (the "*Plan*") equal in value to the aggregate reduction in my base salary during the Temporary Salary Reduction Period. Such grants of Options or shares of Restricted Stock shall be made on the last day of each calendar quarter during the Temporary Salary Reduction Period (or, if the Temporary Salary Reduction Period ends during a calendar quarter, on the last day of the Temporary Salary Reduction Period) at the then fair market value of the Company's Common Stock as required under the Plan. The number of shares underlying such Options or the number of shares of Restricted Stock shall be determined on the date of grant and shall have an aggregate value (based on the Company's customary valuation methodology) equal to the aggregate reduction in base salary during such calendar quarter. Such Options or shares of Restricted Stock shall be fully vested on the date of grant (and will otherwise contain customary terms for such a grant), and I will notify the Company at least 5 business days prior to the end of such calendar quarter whether I am electing to receive Options or shares of Restricted Stock as consideration for such calendar quarter.

4. If for any reason my employment with the Company is terminated during the Temporary Salary Reduction Period, my base salary on the date of termination shall be deemed to be equal to $425,000 for purposes of any severance or other benefits that I may be entitled to under the Employment Agreement based on such termination.

The foregoing reflects the only amendments to my Employment Agreement. Except as specifically amended hereby, the Employment Agreement shall continue in full force and effect.

Please confirm your acknowledgement and agreement with the foregoing matters by executing this letter agreement in the space set forth below.

Sincerely,

/s/ Charles F. Dunleavy

____

Charles F. Dunleavy

ACKNOWLEDGED AND AGREED:

Ocean Power Technologies, Inc.
/s/ Terence J. Cryan

____

By: Terence J. Cryan
Its: Chairman - Compensation Committee

Exhibit 31.1

CERTIFICATION 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. I am 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. 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 Executive Officer

Date: March 14, 2014

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT

I, Mark A. Featherstone, 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. I am 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. 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 A. Featherstone
Mark A. Featherstone
Chief Financial Officer

Date: March 14, 2014

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 January 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Charles F. Dunleavy, 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/ Charles F. Dunleavy
Charles F. Dunleavy
Chief Executive Officer

Date: March 14, 2014

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 January 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Mark A. Featherstone, 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/ Mark A. Featherstone
Mark A. Featherstone
Chief Financial Officer

Date: March 14, 2014