

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **May 24, 2007**

Able Energy, Inc.

(Exact name of registrant specified in charter)

Delaware
(State of Incorporation)

001-15035
(Commission File Number)

22-3520840
(IRS Employer
Identification No.)

198 Green Pond Road, Rockaway, NJ 07866
(Address of principal executive offices) (Zip Code)

(973) 625-1012
Registrant's Telephone Number

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

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

Item 2.01 Completion of Acquisition or Disposition of Assets.

On May 30, 2007, Able Energy, Inc. (“Able”) announced that it is about to complete its business combination with All American Plazas (“AAP”), its largest shareholder. This business combination will result in Able Energy acquiring and operating eleven multi-use truck stop plazas owned by AAP and assuming certain of AAP’s debt.

Able will issue to AAP 10 million restricted shares of its common stock in consideration for the combination, which was approved by more than a two-thirds majority of Able’s disinterested stockholders at a special meeting of Able’s stockholders held on August 29, 2006.

In addition, Able will issue 1,666,667 shares in the name of AAP to be held in escrow. In the event that Able’s Board, in exchange for additional consideration from AAP, agrees to assume AAP’s obligations as to certain convertible debentures it had previously issued, then the escrowed shares will be issued to the debenture holders that elect to convert their debentures into Able common stock, with any remaining escrowed shares to be released to AAP. The Board’s determination to assume the convertible debentures will be based on whether or not the debenture holders elect to convert their respective debentures into shares of Able’s common stock and the additional consideration to be provided by AAP. In the event that the debenture holders do not elect to convert or the Board does not agree to assume the debenture obligations, then all of the shares held in escrow will be released to AAP.

After Able issues the shares to AAP, Able will have 14,808,090 shares of common stock issued and outstanding (which includes the 1,666,667 shares held in escrow), of which 11 million shares (not including the shares held in escrow), or approximately 74.3% of Able’s outstanding shares, will be owned by AAP. The closing price of Able’s common stock on Tuesday, May 29, 2007 was \$1.62.

Both AAP and its controlling stockholder have agreed to a voting lock-up of the shares that AAP holds in Able regarding election of member’s of Able’s Board until such time as AAP and its majority stockholder no longer hold a majority of Able’s issued and outstanding shares of common stock.

Item 3.02 Unregistered Sales of Equity Securities.

See Item 2.01 above. The shares issued to AAP are exempt from registration in reliance upon Section 4(2) of the Securities Act and/or Regulation D of the Securities Act, as such shares were issued in a transaction between Able and an accredited investor (AAP) without any public solicitation and Able reasonably believes that AAP is acquiring the shares for investment purposes and not with a view towards distribution.

Item 5.01 Change in Control of Registrant.

As a result of the transaction described in Item 2.01 of this current report, AAP, Able’s largest stockholder, increased its ownership percentage in Able from 33.1% to 74.3%. Such ownership percentage can increase to as much as 85.5% of the outstanding shares of Able common stock in the event that all of the escrowed shares are released to AAP.

Both AAP and its controlling stockholder have agreed to a voting lock-up of the shares that AAP holds in Able regarding election of member’s of Able’s Board until such time as AAP and its majority stockholder

no longer hold a majority of Able's issued and outstanding shares of common stock. Pursuant to this voting lock-up, AAP will, at the direction of Able, either (a) abstain from voting its shares with respect to any election, appointment or removal of any director of Able or (b) vote such shares in favor of any such director designee which is recommended by Able or its nomination committee of the Board of Directors.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 24, 2007, Gregory D. Frost, gave notice to the Board of Directors that, he was ending his leave of absence as Chief Executive Officer of Able and Chairman of the Board, and was resuming his duties of those offices effective as of the date of his notice. Mr. Frost's business experience and his participation in any related party transactions are set forth in Able's annual report on Form 10-K for the year ended June 30, 2006.

Effective May 24, 2006, Mr. Christopher P. Westad stepped down as the acting Chief Executive Officer of the Company. Mr. Westad, however, will continue to serve as Able's President.

Item 5.03 Amendments to Articles of Incorporation or bylaws; Changes in Fiscal Year.

On May 29, 2007, Able amended its certificate of incorporation to increase its authorized common stock from 10 million shares to 75 million shares. This amendment was approved by stockholders at special meeting held on August 29, 2006.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

The financial statements required by this Item will be filed by amendment not later than 71 calendar days after the date that this Report on Form 8-K was due to be filed.

(b) Pro Forma Financial Information

The financial statements required by this Item will be filed by amendment not later than 71 calendar days after the date that this Report on Form 8-K was due to be filed.

The following exhibits are furnished with this report:

Exhibit No. Description

- | | |
|------|---|
| 3.1 | Certificate of Amendment to the Certificate of Incorporation. |
| 99.1 | Press release of Able Energy, Inc. dated May 30, 2007. |

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 hereunto duly authorized on this 30th day of May, 2007.

ABLE ENERGY, INC.

By: /s/ Gregory D. Frost
Name: Gregory D. Frost
Title: Chief Executive Officer

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ABLE ENERGY, INC.

The undersigned, being the Chief Executive Officer of ABLE ENERGY, INC., a corporation existing under the laws of the State of Delaware, does hereby certify as follows:

1. The name of the corporation (hereinafter called the “corporation”) is Able Energy, Inc.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article Fourth thereof and by substituting in lieu of said Article the following new Article:

FOURTH. This corporation is authorized to issue two classes of shares of stock to be designated, respectively, common stock (“Common Stock”) and preferred stock (“Preferred Stock”). The number of shares of Common Stock authorized to be issued is Seventy-Five Million (75,000,000), par value \$0.001 per share, and the number of shares of Preferred Stock authorized to be issued is Ten Million (10,000,000), par value \$0.001 per share; the total number of shares which the corporation is authorized to issue is Eighty-Five Million (85,000,000).

A. Rights, Preferences and Restrictions of Common Stock. The holders of the corporation's Common Stock, as a class, have equal ratable rights to receive dividends when, as and if declared by the Board of Directors, out of funds legally available therefor, and are entitled, upon liquidation of the corporation, to share ratably in the net assets available for distribution, are not redeemable and have no preemptive or similar rights; and holders of the corporation's Common Stock have one cumulative vote for each share held of record on all matters to be voted on by the corporation's stockholders.

B. Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock may be issued from time to time in one or more series, without further stockholder approval. The Board of Directors is hereby authorized, in the resolution or resolutions adopted by the

Board of Directors providing for the issue of any wholly unissued series of Preferred Stock, within the limitations and restrictions stated in this Amended and Restated Certificate of Incorporation, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them, and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding, and any other preferences, privileges and relative rights of such series as the Board of Directors may deem advisable. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

The effective time of the amendment herein certified shall be May 29, 2007.

IN WITNESS WHEREOF, the corporation has caused this Certificate of Amendment of the corporation's Certificate of Incorporation to be signed by Gregory D. Frost, its Chief Executive Officer this 29th day of May, 2007.

ABLE ENERGY, INC.

By: /s/ Gregory D. Frost
Gregory D. Frost, Chief Executive Officer

ABLE ENERGY, INC.
PRESS RELEASE

COMMON STOCK SYMBOL: ABLE.PK
FOR IMMEDIATE RELEASE

ABLE ENERGY ANNOUNCES CEO CHANGE AND BUSINESS COMBINATION

Rockaway, New Jersey (May 30, 2007) – Able Energy, Inc. (“Able”) announced today that it is about to complete its business combination with All American Plazas (“AAP”), its largest stockholder. This business combination will result in Able Energy acquiring and operating eleven multi-use truck stop plazas owned by AAP. Able is also pleased to announce today that Gregory D. Frost is terminating his leave of absence from Able and returning to serve as Able’s CEO and Chairman.

This business combination was approved by more than a two-thirds majority of Able’s disinterested stockholders at a special meeting of Able’s stockholders held on August 29, 2006. Able will assume certain of AAP’s debt as a part of the combination. Able will issue to AAP 10 million restricted shares of its common stock in consideration for the combination. In addition, Able will issue 1,666,667 shares, which will be held in escrow. In the event that Able’s Board, in exchange for additional consideration from AAP, agrees to assume AAP’s obligations as to certain convertible debentures it had previously issued, then the escrowed shares will be issued to the debenture holders that elect to convert their debentures to Able common stock, with any remaining escrowed shares to be released to AAP. The Board’s determination to assume the convertible debentures will be based on whether or not the debenture holders elect to convert their respective debentures into shares of Able’s common stock and the additional consideration to be provided by AAP. In the event that the debenture holders do not elect to convert or the Board does not agree to assume the debenture obligations, then all of the shares held in escrow will be released to AAP. After Able issues the shares to AAP, Able will have 14,808,090 shares of common stock issued and outstanding (which includes the 1,666,667 shares held in escrow), of which 11 million shares (not including the shares held in escrow), or approximately 74.3% of Able’s outstanding shares, will be owned by AAP. The closing price of Able’s common stock on Tuesday, May 29, 2007 was \$1.62.

Both AAP and its controlling stockholder have agreed to a voting lock-up of the shares that AAP holds in Able regarding election of member’s of Able’s Board until such time as AAP and its majority stockholder no longer hold a majority of Able’s issued and outstanding shares of common stock.

Mr. Frost stated that, “I am excited about resuming my duties as CEO. We are very pleased by the overwhelming support of our shareholders in approving the AAP acquisition and energized by the prospect of combining our Company with AAP’s assets. The combination will result in an increase of Able’s annualized revenues from \$75 million to approximately \$270 million and provide Able with revenue year-round. The combination will also enable us to cross-market all of our energy products while at the same time reducing our operating costs. The AAP facilities will provide Able with additional distribution points for the sale of home heating oil, bioheat, and biodiesel fuel to commercial and residential customers.”

Able is a holding company for five operating subsidiaries, which are engaged in the retail distribution of, and the provision of services relating to home heating oil, diesel fuel, kerosene, and in addition, Able provides complete HVAC installation and repair. This announcement includes forward-looking statements based on current expectations. Opinions, forecasts, projections or statements other than statements of historical fact, are forward-looking statements that involve risks and uncertainties. Although Able Energy, Inc. (the “Company”) believes that the expectations reflected in such forward-looking statements are reasonable; it can give no assurance that such expectations will prove to be correct. Actual results may differ materially due to a number of reasons, including without limitation, regulatory approvals, the possibility of continuing operating losses, the costs of future or current projects, the Company’s ability to integrate the assets of All American Plazas, Inc., the ability to adapt to rapid technological change, the receipt and fulfillment of new orders for current products, the timely introduction and market acceptance of new products and the ability to establish and maintain strategic partner relationships, competition, general market conditions, and other risks detailed in the Company’s filings with the Securities and Exchange Commission. You can find the Company’s filings with the Securities and Exchange Commission at www.ableenergy.com or at www.sec.gov. By making these forward-looking statements, the Company

undertakes no obligation to update these statements for revisions or changes after the date of this release.

For information contact:

Gregory D. Frost, CEO or

Christopher Westad, President

(973) 625-1012