

**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) December 15, 2005 (December 9, 2005)

CAPSTONE TURBINE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-15957
(Commission file number)

95-4180883
(I.R.S. Employer
Identification No.)

21211 Nordhoff Street, Chatsworth, California 91311
(Address of principal executive offices) (Zip Code)

(818) 734-5300
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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)
 - Precommencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Precommencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

TABLE OF CONTENTS

[Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.](#)

[Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.](#)

[Item 9.01 Financial Statements and Exhibits.](#)

SIGNATURE

[Ex-3.1 Text of Amendment to Bylaws](#)

[Ex-99.1 Press Release issued by Capstone Turbine Corporation on December 9, 2005](#)

[Table of Contents](#)

Section 5 — Corporate Governance and Management

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Effective December 9, 2005, Richard K. Atkinson has been elected to the Company's Board of Directors. Mr. Atkinson was appointed to serve on the Nominating and Corporate Governance Committee of the Board.

Mr. Atkinson was identified by an external search firm.

There are no transactions in which Mr. Atkinson has an interest requiring disclosure under Item 404(a) of Regulation S-K.

The full text of the press release issued in connection with the appointment is furnished as Exhibit 99.1 to the Current Report on Form 8-K.

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

By action of its Board of Directors, effective December 9, 2005, the Company amended its bylaws to increase the size of the Board of Directors from seven to eight. The amended bylaws will be filed with the Company's Form 10-Q for the fiscal quarter ended December 31, 2005. A copy of the text of the amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Section 9 — Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

Exhibit 3.1	Text of Amendment to Bylaws.
Exhibit 99.1	Press release issued by Capstone Turbine Corporation on December 9, 2005.

[Table of Contents](#)

SIGNATURE

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

CAPSTONE TURBINE CORPORATION

(Registrant)

Date: December 14, 2005

By: /s/ Walter J. McBride

Chief Financial Officer

EXHIBIT 3.1

Number and Qualification of Directors. Until otherwise determined by resolution of the Board of Directors, the number of directors of the corporation shall be eight (8).

[CAPSTONE TURBINE CORPORATION LETTERHEAD]

FOR IMMEDIATE RELEASE

RICHARD ATKINSON NAMED TO CAPSTONE TURBINE BOARD

CHATSWORTH, CALIF--Dec. 9, 2005-- Capstone Turbine Corporation(R) (www.microturbine.com; Nasdaq: CPST), the world's leading manufacturer of microturbine energy systems, announced today Richard Atkinson has been appointed to Capstone's Board of Directors. Atkinson is Vice-President, CFO and Corporate Secretary of Pope & Talbot, a wood and pulp products business headquartered in Portland, Oregon.

Before joining Pope & Talbot two years ago, Atkinson was with Sierra Pacific Resources for more than 20 years, most recently as its Vice-President, CFO and Treasurer. Sierra Pacific Resources is the holding company for Nevada Power and Sierra Pacific Power, which provide electric service to most of the state of Nevada and portions of eastern California. Sierra Pacific Power is also an interstate natural gas transmission line originating in Oregon and is a supplier of natural gas to the Reno- Sparks region.

"We are very pleased to have Richard join the Board of Capstone. His many years of experience in corporate financial management and his background in the energy industry make Richard a valuable addition to our Board," said Eliot Protsch, Chairman of Capstone's Board of Directors.

Atkinson commented, "It is a great honor to become a member of the Board of Directors of Capstone Turbine Corporation and to become a part of the company's future course to success as the world's leading purveyor of reliable, clean and efficient small-scale distributed generation systems."

ABOUT CAPSTONE TURBINE

Capstone Turbine Corporation (www.microturbine.com; Nasdaq: CPST) is the world's leading producer of low-emission microturbine systems, and was the first to market commercially viable microturbine energy products. Capstone Turbine has shipped more than 3,200 Capstone MicroTurbine systems to customers worldwide. These award-winning systems have logged more than 10 million documented runtime operating hours. Capstone Turbine is a member of the U.S. Environmental Protection Agency's Combined Heat and Power Partnership, which is committed to improving the efficiency of the nation's energy infrastructure and reducing emissions of pollutants and greenhouse gases. A UL-Certified ISO 9001:2000 certified company, Capstone Turbine is headquartered in the Los Angeles area with sales and/or service centers in New York, Mexico City, Milan, Shanghai and Tokyo.

#

This press release contains "forward-looking statements," as that term is used in the federal securities laws, with regard to, among other things, the future success of Capstone. Forward-looking statements may be identified by words such as "expects", "objectives," "intend," "targeted," "plan," "driving to" and similar phrases. These forward-looking statements are subject to numerous assumptions, risks and uncertainties described in Capstone's filings with the Securities and Exchange Commission that may cause Capstone's actual results to be materially different from any future results expressed or implied in such statements. Capstone cautions readers not to place undue reliance on these forward-looking statements, which speak only as of the date of this release. Capstone undertakes no obligation, and

specifically disclaims any obligation, to release any revisions to any forward-looking statements to reflect events or circumstances after the date of this release or to reflect the occurrence of unanticipated events.

"Capstone Turbine Corporation" and "Capstone MicroTurbine" are registered trademarks of Capstone Turbine Corporation. All other trademarks mentioned are the property of their respective owners.

#

CONTACT: Investor and Investment Media: Alice Barsoomian, 818-407-3628
General Media: Keith Field, 818-407-3615

KEYWORD: CALIFORNIA

INDUSTRY KEYWORD: ENERGY, UTILITIES, TECHNOLOGY, OIL/GAS, FORESTRY