

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
Pursuant to Section 12(b) or 12(g) of
The Securities Exchange Act of 1934

CAPSTONE TURBINE CORPORATION
(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State of Incorporation or Organization)

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

6430 INDEPENDENCE
WOODLAND HILLS, CALIFORNIA
(Address of Principal Executive Offices)

91367
(Zip Code)

If this form relates to the
registration of a class of
securities pursuant to Section
12(b) of the Exchange Act and
is effective pursuant to
General Instruction A. (c),
please check the following
box. []

If this form relates to the
registration of a class of
securities pursuant to Section
12(g) of the Exchange Act and is
pursuant to General Instruction
A. (d), please check the
following box. [X]

Securities Act registration statement file number to which this form relates:
333-33024

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

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

NOT APPLICABLE

NOT APPLICABLE

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

COMMON STOCK, PAR VALUE \$.001

(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

The Registrant is registering shares of Common Stock, par value \$0.001 per share, pursuant to a Registration Statement on Form S-1 (File No. 333-33024) that was filed with the Securities and Exchange Commission on March 22, 2000 (the "Registration Statement"). Reference is made to the section entitled "Description of Capital Stock" in the prospectus forming a part of the Registration Statement, and all amendments to the Registration Statement subsequently filed with the Commission, including any prospectus relating thereto filed subsequently pursuant to Rule 424 of the Securities Act of 1933, as amended. Such Registration Statement and all amendments to the Registration Statement are hereby deemed to be incorporated by reference into this Registration Statement in accordance with the Instruction to Item 1 of this Form.

ITEM 2. EXHIBITS

<TABLE>

<S>

<C>

3.1 Articles of Incorporation of the Registrant (Incorporated by

reference to Exhibit 3.1 to the Registration Statement on Form S-1 (File No. 333-33024) of the Registrant, as amended).

- 3.2 Form of Amended and Restated Certificate of Incorporation of the Registrant (Incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-1 (File No. 333-33024) of the Registrant, as amended).
- 3.3 Form of Second Amended and Restated Certificate of Incorporation of the Registrant (Incorporated by reference to Exhibit 3.3 to the Registration Statement on Form S-1 (File No. 333-33024) of the Registrant, as amended).
- 3.4 Bylaws of the Registrant (Incorporated by reference to Exhibit 3.4 to the Registration Statement on Form S-1 (File No. 333-33024) of the Registrant, as amended).
- 3.5 Form of Amended and Restated Bylaws of the Registrant (Incorporated by reference to Exhibit 3.5 to the Registration Statement on Form S-1 (File No. 333-33024) of the Registrant, as amended).
- 9.1 Investor Rights Agreement (Incorporated by reference to Exhibit 9.1 to the Registration Statement on Form S-1 (File No. 333-33024) of the Registrant, as amended).
- 9.2 Amendments to Investor Rights Agreement (Incorporated by reference to Exhibit 9.2 to the Registration Statement on Form S-1 (File No. 333-33024) of the Registrant, as amended).

</TABLE>

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

CAPSTONE TURBINE CORPORATION

By: /s/ Ake Almgren

Name: Dr. Ake Almgren

Title: Chief Executive Officer

Dated: June 21, 2000