
**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) **November 6, 2015**

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**
(Address of principal executive offices)

91311
(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)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

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

On November 6, 2015, Capstone Turbine Corporation (the "Company") filed a Certificate of Amendment to its Second Amended and Restated Certificate of Incorporation (the "Certificate of Amendment") with the Secretary of State of the State of Delaware to effect a 1-for-20 reverse stock split of the issued and outstanding shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), effective as of 4:30 p.m. Eastern Standard Time on the filing date (the "Reverse Stock Split").

The Company's Board of Directors (the "Board") previously approved the Certificate of Amendment to effect the Reverse Stock Split at a ratio of not less than 1-for-5 nor greater than 1-for-20, with the exact ratio to be determined by the Board. The Reverse Stock Split was approved by the Company's stockholders at the 2015 annual meeting of the Company's stockholders on August 27, 2015. On October 1, 2015, the Board approved the Reverse Stock Split and determined the ratio to be 1-for-20.

Upon effectiveness of the Reverse Stock Split, every twenty shares of issued and outstanding Common Stock will be converted into one share of Common Stock, without any change in the par value per share. No fractional shares will be issued as a result of the Reverse Stock Split, and any fractional shares that would otherwise have resulted from the Reverse Stock Split will be rounded up to the nearest whole share.

The Reverse Stock Split affects all issued and outstanding shares of Common Stock, all unvested restricted stock units and all Common Stock underlying stock options and warrants outstanding immediately prior to the effectiveness of the Reverse Stock Split. Accordingly, the Reverse Stock Split will result in a proportionate adjustment to the per share exercise price and the number of shares of Common Stock issuable upon the exercise of outstanding stock options and warrants and the number of shares issuable under the

Company's equity compensation plans.

The Common Stock will continue to trade on the Nasdaq Capital Market on a split-adjusted basis under the symbol "CPST," and the new CUSIP number for the Common Stock following the Reverse Stock Split is 14067D 409.

The foregoing summary of the Certificate of Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Certificate of Amendment filed as Exhibit 3 to this Current Report on Form 8-K and incorporated herein by reference.

Item 8.01 Other Events

On November 6, 2015 the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached as Exhibit 99 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
3	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Capstone Turbine Corporation.
99	Press release dated November 6, 2015.

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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

Date: November 6, 2015

By: /s/ Jayme L. Brooks
Jayme L. Brooks
Chief Financial Officer and Chief Accounting Officer

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Exhibit Index

<u>Exhibit</u>	<u>Description</u>
3	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Capstone Turbine Corporation.
99	Press release dated November 6, 2015.

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**CERTIFICATE OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
CAPSTONE TURBINE CORPORATION**

Capstone Turbine Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

(1) The name of the Corporation is Capstone Turbine Corporation.

(2) The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 9, 2000. The Certificate of Incorporation was amended and restated on June 22, 2000 and subsequently amended and restated on July 5, 2000.

(3) Pursuant to and in accordance with Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment hereby amends the provisions of the Second Amended and Restated Certificate of Incorporation of the Corporation by deleting Section (a) of Article III in its entirety and substituting in lieu thereof the following:

“ARTICLE III.

(a) The Corporation is authorized to issue two classes of shares to be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares which the Corporation shall have authority to issue is five hundred twenty-five million (525,000,000) shares. The total number of shares of Common Stock which the Corporation shall have authority to issue is five hundred fifteen million (515,000,000) shares, and the par value of each share of Common Stock is one-tenth of one cent (\$0.001). The total number of shares of Preferred Stock which the Corporation shall have authority to issue is ten million (10,000,000) shares, and the par value of each share of Preferred Stock is one-tenth of one cent (\$0.001). The Preferred Stock may be issued from time to time, in one or more series, each series to be appropriately designated by a distinguishing letter or title, prior to the issue of any shares thereof. Effective as of 4:30 p.m. Eastern Standard Time on the date of the filing of this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation (the “Effective Time”), each twenty (20) shares of Common Stock issued and outstanding at such time shall be combined into one (1) share of Common Stock (the “Reverse Stock Split”). The par value of the Common Stock following the Reverse Stock Split shall remain \$0.001 per share. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders of record who otherwise would be entitled to receive fractional shares, will be entitled to rounding up of their fractional share to the nearest whole share. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (an “Old Certificate”) shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.”

(4) This Certificate of Amendment was duly proposed and adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and the affirmative vote of the holders of a majority Corporation’s outstanding stock entitled to vote thereon at the 2015 annual meeting of stockholders in accordance with the provisions of Section 212 of the General Corporation Law of the State of Delaware.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed this 6th day of November, 2015.

/s/ Darren Jamison

Darren Jamison
President and Chief Executive Officer

Capstone Turbine Announces Reverse Stock Split to be Effective November 6, 2015 at the Close of Market

Chatsworth, CA, November 6, 2015— Capstone Turbine Corporation (www.capstoneturbine.com) (Nasdaq: CPST), the world's leading clean technology manufacturer of microturbine energy systems, will effect a 1-for-20 reverse stock split of the company's issued and outstanding common stock effective at 4:30 p.m. Eastern Time on November 6, 2015. The company's common stock will begin trading on a split-adjusted basis at the open of business on November 9, 2015.

Darren Jamison, President and Chief Executive Officer of Capstone Turbine, said, "Maintaining our Nasdaq listing is very important to the company, stockholders, customers and vendors. This split should enable us to attract larger institutional stockholders that are often prohibited from buying stocks that are trading at our recent levels, regardless of liquidity or overall market cap. In addition, several of our customers and vendors were growing concerned about our share price, as they were mistakenly equating share price to overall solvency."

Capstone Turbine's common stock will continue to trade under the ticker symbol "CPST" after the reverse stock split has been effected in the marketplace, but the common stock will trade under a new CUSIP number of 14067D 409.

The Board of Directors believes that a reverse stock split is desirable to maintain the listing of the company's common stock on the Nasdaq Capital Market, to improve the marketability and liquidity of the common stock, and to further facilitate potential future financings. Stockholders approved the reverse stock split at Capstone Turbine's Annual Meeting of Stockholders on August 27, 2015.

At the effective time of the 1-for-20 reverse stock split, every 20 shares of issued and outstanding common stock will be converted into 1 share of issued and outstanding common stock, and the authorized shares of common stock will remain the same. All fractional shares of common stock will be rounded up to the nearest whole share. Immediately after the reverse stock split becomes effective, Capstone Turbine will have approximately 17.3 million shares of common stock outstanding.

The company's transfer agent and registrar, Computershare Trust Company, N.A., will act as its exchange agent for the reverse stock split. Computershare Trust Company will provide stockholders of record holding certificates representing pre-split shares of the company's common stock as of the effective date a letter of transmittal providing instructions for the exchange of such shares. Registered stockholders holding pre-split shares of the company's common stock electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to brokers' particular processes, and will not be required to take any action in connection with the reverse stock split. Stockholders should direct any questions concerning the reverse stock split to their broker or Capstone Turbine's transfer agent and registrar, Computershare Trust Company, N.A. Computershare Trust Company can be contacted at: (877) 238-6962.

For additional information about the reverse stock split and related administrative matters, see Capstone Turbine's Current Report on Form 8-K filed November 6, 2015, available at www.sec.gov.

About Capstone Turbine Corporation

Capstone Turbine Corporation (www.capstoneturbine.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 over 8,500 Capstone Microturbine systems to customers worldwide. These award-winning systems have logged millions of 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 9001:2008 and ISO 14001:2004 certified company, Capstone Turbine is headquartered in the Los Angeles area with sales and/or service centers in the New York Metro Area, Mexico City, United Kingdom, Shanghai and Singapore.

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

The Capstone Turbine Corporation logo is available here.

Forward-Looking Statements

This press release contains "forward-looking statements," as that term is used in the federal securities laws, about maintaining our Nasdaq listing and the effects of the reverse stock split. Forward-looking statements may be identified by words such as "believes," "expects," "objective," "intend," "targeted," "plan" and similar phrases. These forward-looking statements are subject to numerous assumptions, risks and uncertainties described in Capstone Turbine's Form 10-K, Form 10-Q and other recent filings with the Securities and Exchange Commission that may cause Capstone Turbine's actual results to be materially different from any future results expressed or implied in such statements. These assumptions, risks and uncertainties include, but are not limited to, the risk that the reverse stock split may not have the desired effects of increasing our stock price and causing us to regain compliance with the applicable Nasdaq listing rules and the risk that the reverse stock split may decrease the liquidity of our stock. Capstone Turbine cautions investors not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Capstone Turbine 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 press release or to reflect the occurrence of unanticipated events.

Investor and Investment Media Inquiries:

CONTACT: Capstone Turbine Corporation
Investor and investment media inquiries:
818-407-3628
ir@capstoneturbine.com

INVESTORS:
Dian Griesel Int'l
Cheryl Schneider/Tom Caden
212-825-3210
