
**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) **April 4, 2016 (April 1, 2016)**

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 2.02 Results of Operations and Financial Condition.

On April 4, 2016, Capstone Turbine Corporation (the "Company") issued a press release announcing certain preliminary estimates regarding its financial results for the fiscal year and quarter ended March 31, 2016. 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.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 2.02 (including the press release attached hereto as Exhibit 99 and incorporated herein by reference) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or the Securities Act of 1933, as amended.

Item 8.01 Other Events.

Certain Preliminary Financial Results

On April 4, 2016, the Company announced the following:

- The Company's estimated revenue for the quarter ended March 31, 2016 is approximately \$19 million compared to \$21.5 million for the quarter ended December 31, 2015.
- The Company's estimated cash and cash equivalents, including restricted cash, as of March 31, 2016 are approximately \$17 million compared to \$18.5 million as of December 31, 2015.
- The Company is estimated to have recovered approximately \$1.4 million in bad debt during the quarter ended March 31, 2016 compared to \$0.2 million during the quarter ended December 31, 2015.

- The Company is estimated to have received new product orders from 18 different countries and booked total orders of approximately \$20 million to backlog during the quarter ended March 31, 2016, representing a 1.8:1 book-to-bill ratio.
- The Company sold 4.0 million shares of its common stock through its at-the-market offering program during the quarter ended March 31, 2016. The net proceeds to the Company from such sale of common stock, after deducting fees and other offering expenses, were approximately \$5.4 million.
- During the quarter ended March 31, 2016, members of the Company's executive management team voluntarily agreed to cancel and terminate a total of 65,509 unvested stock options that had been previously issued to them. This cancellation resulted in a one-time non-cash period expense of approximately \$0.7 million for the unrecognized stock based compensation expense that would have been recognized over the weighted average remaining service period of approximately 2.3 years had the options continued to vest.

Stockholder Proposal Response Letter

The Company recently received a letter from VCM Group LLC ("VCM"), an owner of 200 shares of the Company's common stock, giving notice (the "Nomination Notice") of VCM's intention to nominate nine director candidates for election to the Company's Board of Directors at the Company's 2016 annual meeting of stockholders (the "2016 Annual Meeting"). The Company believes that the Nomination Notice was deficient because it did not meet the requirements prescribed under Article II, Section 14 of the Company's Amended and Restated Bylaws. On April 1, 2016, the Company sent to VCM a response letter to that effect.

The Company, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from the Company's stockholders in connection with the matters to be considered at the 2016 Annual Meeting. The Company intends to file a proxy statement and white proxy card with the U.S. Securities and Exchange Commission (the "SEC") in connection with any such solicitation of proxies. STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ ANY SUCH PROXY STATEMENT AND ACCOMPANYING WHITE PROXY CARD WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION. Information regarding the ownership of the Company's directors and executive officers in the Company's stock, restricted stock and options is included in their SEC filings on Forms 3, 4, and 5, which can be found through the Company's website (www.capstoneturbine.com) in the section "Investors" or through the SEC's website at www.sec.gov. Information can also be found in the Company's other SEC filings, including the Company's definitive proxy statement for the 2015 Annual Meeting and its Annual Report on Form 10-K for the fiscal year ended March 31, 2015. More detailed and updated information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with the SEC in connection with the 2016 Annual Meeting. Stockholders will be able to obtain any proxy statement, any amendments or supplements to the proxy statement and other documents filed by the Company with the SEC for no charge at the SEC's website at www.sec.gov. Copies will also be available at no charge at the Company's website at www.capstoneturbine.com, or by writing to Capstone Turbine Corporation, at 21211 Nordhoff Street, Chatsworth, California 91311, Attn: Investor Relations.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99 Press release of Capstone Turbine Corporation dated April 4, 2016 containing certain preliminary financial information for the fiscal year and quarter ended March 31, 2016.

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: April 4, 2016

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

Exhibit Index

<u>Exhibit</u>	<u>Description</u>
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Capstone Announces Select Preliminary Fiscal Fourth Quarter 2016 Financial Results

CHATSWORTH, CA — April 4, 2016 (GLOBE NEWSWIRE) — Capstone Turbine Corporation (www.capstoneturbine.com) (Nasdaq: CPST), the world's leading clean technology manufacturer of microturbine energy systems, reports select preliminary fiscal fourth quarter 2016 financial results.

Preliminary estimates for the fourth quarter ended March 31, 2016 are as follows: Revenue is approximately \$19 million compared to \$21.5 million for the third quarter ended December 31, 2015. Cash and cash equivalents, including restricted cash, are approximately \$17 million compared to \$18.5 million as of December 31, 2015. In addition, the company recovered approximately \$1.4 million in bad debt during the fourth quarter compared to \$0.2 million during the third quarter ended December 31, 2015.

Darren Jamison, President and Chief Executive Officer of Capstone Turbine, said, "As with many other companies that have heavy exposure to the energy sector, we too have experienced a very challenging year. However, despite the current revenue pressures, the preliminary fourth quarter results illustrate another quarter of balance sheet management. In particular, I am encouraged by recent renewed shipments to our Russian distributor BPC and cash recovery on a significant portion of the fully reserved EMI receivable."

Receiving new product orders from 18 different countries, the company continued its geographic diversification during the fourth quarter and booked total orders of approximately \$20 million to backlog during the quarter, representing a 1.8:1 book-to-bill ratio. Accessories, Parts and Service revenue for the quarter was near a record high as the global microturbine population and factory protection plan revenue continues to expand.

"We continue to execute on our three-pronged recovery plan to reduce operating expenses; diversify and increase revenue; and improve gross margin. I am pleased with our product bookings in the fourth quarter of fiscal 2016 as they represent the highest book-to-bill ratio since the fourth quarter of fiscal 2012. We also continued to make significant strides in diversifying our market verticals. The combined heat and power market continued to show solid growth and is now the largest segment of our business," added Mr. Jamison.

Mr. Jamison also noted a report published in March 2016 by the U.S. Department of Energy (DOE) on the combined heat and power market, titled "Combined Heat and Power (CHP) Technical Potential in the United States." He stated, "This report provides excellent insight on the market potential and installed base for CHP in the U.S. and is advantageous for Capstone as we plan the marketing strategy of our new C1000 Signature Series, 82 percent efficient, CHP, in-a-box product."

Highlights of the report are included in an Appendix to this press release. The full report is available at [http://energy.gov/sites/prod/files/2016/04/f30/CHP Technical Potential Study 3-31-2016 Final.pdf](http://energy.gov/sites/prod/files/2016/04/f30/CHP_Technical_Potential_Study_3-31-2016_Final.pdf)

Relating to capitalization, during the quarter ended March 31, 2016, the company raised funds through the sale of 4.0 million shares of common stock through its previously disclosed at-the-market offering program. The net proceeds to the company from the sale of the common stock, after deducting fees and other offering expenses, were approximately \$5.4 million.

Members of the company's executive management also voluntarily agreed to cancel and terminate a total of 65,509 unvested stock options that had been previously issued to them. This cancellation resulted in a one-time non-cash period expense of approximately \$0.7 million for the unrecognized stock-based compensation expense that would have been recognized over the weighted average remaining service period of approximately 2.3 years had the options continued to vest.

The company expects to issue its full financial results for the fiscal year and fourth quarter ended March 31, 2016 no later than June 14, 2016.

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 8,700 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 is headquartered in the Los Angeles area with sales and/or service centers in the New York Metro Area, United Kingdom, Mexico City, Shanghai and Singapore.

The Capstone Turbine Corporation logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=6212>

This press release contains "forward-looking statements," as that term is used in the federal securities laws, about the success of our strategic initiatives and cost-cutting measures, and the growth potential of the CHP market. Forward-looking statements may be identified by words such as "expects," "objective," "intend," "targeted," "plan" 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” and “Capstone MicroTurbine” are registered trademarks of Capstone Turbine Corporation. All other trademarks mentioned are the property of their respective owners.

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Capstone Turbine Corporation

Appendix:

Excerpts from the U.S. Department of Energy’s report titled:

“Combined Heat and Power (CHP) Technical Potential in the United States”

([http://energy.gov/sites/prod/files/2016/04/f30/CHP Technical Potential Study 3-31-2016 Final.pdf](http://energy.gov/sites/prod/files/2016/04/f30/CHP_Technical_Potential_Study_3-31-2016_Final.pdf)).

The U.S. Department of Energy’s (DOE) recent report on the combined heat and power (CHP) market published in March 2016 states that CHP currently represents approximately eight percent of U.S. generating capacity, compared to over 30 percent in countries such as Denmark, Finland and the Netherlands. Its use in the U.S. has been limited, particularly in recent years, by a host of market and non-market barriers. Nevertheless, the outlook for increased CHP use is bright as policymakers at the federal and state levels are recognizing the potential benefits and the role that this technology could play in providing clean, reliable, cost-effective energy services to industry and businesses.

The DOE report states that there are several emerging market drivers contributing to current CHP growth, including:

Lower Operating Costs: Compared to conventional power generation techniques.

Environmental Regulations: Recent environmental regulations have created opportunities for CHP to help meet compliance goals.

Boiler MACT Rules: The national emissions standard for hazardous air pollutants (known as the Boiler MACT rule) requires affected industrial and commercial boilers to meet new emissions limits. Converting existing boilers to natural gas CHP can help facilities to achieve compliance.

Resiliency: In the event of a man-made or natural disaster that causes a grid outage, CHP systems can be configured to be more resilient and reliable than traditional backup generators. During recent storm events such as Hurricane Sandy, CHP systems enabled a number of critical infrastructure facilities to continue their operations when the electric grid went down.

Policy Support: A number of federal and state policies and financial incentives have encouraged the market for CHP. At the federal level, currently there is a 10 percent investment tax credit for CHP.

Utility Interest: Due to increasing customer awareness of distributed generation generally, utility interest in CHP has increased. Many utilities are proactively engaging with new stakeholders and finding ways to incorporate CHP into energy efficiency programs and plans for new generation.

In August 2012, the White House released an executive order creating a goal of adding 40 gigawatts of new CHP capacity. At the state level, several state climate and energy plans include CHP as a way to meet clean energy goals.

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