
**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 21, 2026

CAPSTONE GREEN ENERGY HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-15957
(Commission
File Number)

20-1514270
(I.R.S. Employer
Identification No.)

16640 Stagg Street
Van Nuys, California
(Address of principal executive offices)

91406
(Zip Code)

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

Not Applicable
(Former name or former address, if changed since last report)

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	CGEH	OTCQX

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Equity Plan Amendment

On April 21, 2026, the Board of Directors of Capstone Green Energy Holdings, Inc. (the “Company”) approved an amendment (the “Amendment”) to the Capstone Green Energy Holdings, Inc. 2023 Equity Incentive Plan, as amended (the “Equity Incentive Plan”) to increase the maximum total number of shares of the Company’s common stock that may be issued under the Equity Incentive Plan from 4,000,000 to 7,000,000 shares.

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 2 to the Capstone Green Energy Holdings, Inc. 2023 Equity Incentive Plan
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 Green Energy Holdings, Inc.

Date: April 22, 2026

By: /s/ John P. Miller

Name: John P. Miller

Title: Interim Chief Financial Officer

**AMENDMENT NO. 2 TO THE CAPSTONE GREEN ENERGY HOLDINGS, INC. 2023 EQUITY
INCENTIVE PLAN**

This Amendment No. 2 (this “*Amendment*”) to the Capstone Green Energy Holdings, Inc. 2023 Equity Incentive Plan (the “*Equity Incentive Plan*”), of Capstone Green Energy Holdings, Inc., a Delaware corporation (the “*Company*”) is effective as of the date of approval by the Company’s stockholders (the “*Effective Date*”). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Equity Incentive Plan.

As of the Effective Date, the Equity Incentive Plan shall be amended as follows:

1. Section 4.1 of the Equity Incentive Plan is hereby deleted in its entirety and replaced with the following:
 - a. Subject to adjustment in accordance with Section 14, no more than 7,000,000 shares of Common Stock shall be available for the grant of Awards under the Plan (the "Total Share Reserve"). During the terms of the Awards, the Company shall keep available at all times the number of shares of Common Stock required to satisfy such Awards.
 2. Section 4.3 of the Equity Incentive Plan is hereby deleted in its entirety and replaced with the following:
 - a. Subject to adjustment in accordance with Section 14, no more than 7,000,000 shares of Common Stock may be issued in the aggregate pursuant to the exercise of Incentive Stock Options (the "ISO Limit").
 3. Except as expressly amended by this Amendment, the Equity Incentive Plan shall continue in full force and effect in accordance with the provisions thereof.
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