

**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 18, 2019

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
(IRS 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)

Former name or former address, if changed since last report: N/A

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 (see General Instruction A.2. below):

- 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.001 per share	CPST	NASDAQ Capital Market
Series B Junior Participating Preferred Stock		
Purchase Rights		

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

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.

Effective November 18, 2019, the Board of Directors (the “Board”) of Capstone Turbine Corporation (“the Company”) voted to increase the size of the Board from seven directors to eight directors and appointed Denise Wilson to the Board to fill the resulting vacancy. Ms. Wilson will serve as a member of the Company’s Nominating and Corporate Governance Committee and Compensation Committee.

From July 2011 to January 2016, Ms. Wilson served as Executive Vice President and President, New Business of NRG Energy, Inc., an independent power company with generation, energy retail business and cleantech ventures (“NRG”). From September 2008 to July 2011, Ms. Wilson served as Executive Vice President and Chief Administrative Officer of NRG. Prior to September 2008, Ms. Wilson served as Executive Vice President, Human Resources for Nash-Finch Company, a national food distributor, and in various roles at NRG from 2000-2007. Ms. Wilson holds a Masters in Industrial Relations from the University of Minnesota.

Ms. Wilson’s term as a director will continue until the next annual meeting of the Company’s stockholders to be held in 2020 (the “Annual Meeting”), when at which time she will stand for re-election. After review of Ms. Wilson’s experience and qualifications, the Company’s Nominating and Corporate Governance Committee recommended Ms. Wilson to the Board for approval.

As a non-employee director, Ms. Wilson will participate in the Company’s standard non-employee director compensation arrangements. Under the terms of those arrangements, Ms. Wilson will receive, among other things, annual compensation of \$35,000 for her service on the Board and an annual grant of restricted stock units (“RSU”) with a market value of approximately \$50,000, based on the value of the Company’s Common Stock on the date of grant. These RSUs will be granted on the date of the Annual Meeting with one year vesting. In addition, Ms. Wilson will receive an initial grant of prorated RSUs with a market value of \$41,667 that will vest in one year from the grant date. The Company has also entered into its standard form of Indemnification Agreement with Ms. Wilson in connection with her appointment to the Board.

There are no arrangements or understandings between Ms. Wilson, on the one hand, and any other persons, on the other hand, pursuant to which Ms. Wilson was selected as a director. Ms. Wilson is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On November 20, 2019, the Company issued a press release announcing the appointment of Ms. Wilson to the Board. A copy of this press release is furnished as Exhibit 99.1 to this report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
Number**
99.1

Description
[Press Release of Capstone Turbine Corporation, dated November 20, 2019.](#)

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 20, 2019

By: /s/ Darren R. Jamison
Name: Darren R. Jamison
Title: President and Chief Executive Officer

Capstone Strengthens Board with the Appointment of Denise Wilson, Former Executive Vice President and President, New Business for NRG Energy, Inc., a Fortune 500 Company

VAN NUYS, CA / ACCESSWIRE / November 20, 2019 / Capstone Turbine Corporation

(www.capstoneturbine.com) (NASDAQ: CPST), the world's leading clean technology manufacturer of microturbine energy systems, announced today the appointment of Denise Wilson to its Board of Directors. Ms. Wilson was formerly the Executive Vice President and President, New Business for NRG Energy, Inc., ("NRG") a Fortune 500 company that generates electricity and provides energy solutions and natural gas to more than 3.7 million residential, small business, and commercial and industrial customers.

From July 2011 to January 2016, Ms. Wilson served as Executive Vice President and President, New Business of NRG, an independent power company with generation, energy retail business and cleantech ventures. From September 2008 to July 2011, Ms. Wilson served as Executive Vice President and Chief Administrative Officer of NRG. Prior to September 2008, Ms. Wilson served as Executive Vice President, Human Resources for Nash-Finch Company, a national food distributor, and in various roles at NRG from 2000-2007.

Prior to joining NRG, Ms. Wilson held various key positions as Vice President Human Resources with Metris Companies Inc. and Director, Human Resources with General Electric ITS. Ms. Wilson holds a Masters in Industrial Relations from the University of Minnesota.

"We are extremely pleased to welcome Denise to our Board of Directors at this crucial inflection point of Capstone's path towards near-term positive adjusted EBITDA and sustained profitability," stated Darren Jamison, President and Chief Executive Officer of Capstone. "Denise is a widely respected executive with valuable clean technology industry experience, and we look forward to her valuable know-how and professional perspective as we execute against our stated strategic profitability objectives," added Mr. Jamison.

"My career has allowed me to participate in supporting the development and adoption of a wide variety of alternative low emission generation technologies," stated Denise Wilson. "Capstone's innovative technology and strong leadership team make this a very exciting board opportunity," added Ms. Wilson.

"We are delighted to welcome Denise as an independent member of our Board. Her leadership and past service with clean technology companies and corporate Board Governance will provide us with distinctive background experience as we continue guiding Capstone's business," said Paul DeWeese, Capstone's Chair of the Nominating and Corporate Governance Committee. "Our ability to attract such accomplished members to Capstone's Board is a testament to the strength of our company and reinforces our commitment to generating value for our stockholders," concluded Mr. DeWeese.

About Capstone Turbine Corporation

Capstone Turbine Corporation (www.capstoneturbine.com) (NASDAQ: CPST) is the world's leading producer of highly efficient, low-emission, resilient microturbine energy systems. Capstone microturbines serve multiple vertical markets worldwide, including natural resources, energy efficiency, renewable energy, critical power supply, transportation and microgrids. Capstone offers a comprehensive product lineup, providing scalable systems focusing on 30 kW to 10 MWs that operate on a variety of gaseous or liquid fuels and are the ideal solution for today's distributed power generation needs. To date, Capstone has shipped over 9,000 units to 73 countries and have saved customers an estimated \$253 million in annual energy costs and 350,000 tons of carbon.

For more information about the company, please visit www.capstoneturbine.com. Follow Capstone Turbine on [Twitter](#), [LinkedIn](#) and [YouTube](#).

Forward-Looking Statements

This press release contains "forward-looking statements," as that term is used in the federal securities laws. Forward-looking statements may be identified by words such as "expects," "believes," "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.

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

Integra Investor Relations
Shawn M. Severson
415-226-7747
cpst@integra-ir.com

