

**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): August 26, 2021

CAPSTONE GREEN ENERGY 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:

- 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 exchange on which registered</u>
Common Stock, par value \$.001 per share Series B Junior Participating Preferred Stock Purchase Rights	CGRN	NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

(e) Amendment of 2017 Equity Incentive Plan

As reported in Item 5.07 below, at the 2021 Annual Meeting of Stockholders (the “Annual Meeting”) of the Company held on August 27, 2021, the Company’s stockholders approved an amendment (the “Amendment”) to the Company’s 2017 Equity Incentive Plan (the “Plan”) to increase the number of shares available thereunder by 500,000 shares. The Company’s Board of Directors previously approved the Amendment, subject to such stockholder approval.

A summary of the material terms of the Amendment and the Plan is set forth in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on July 13, 2021. That summary and the above description of the Amendment do not purport to be complete and are qualified in their entirety by reference to the full text of the Amendment, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

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

On August 26, 2021, the Board of the Company determined that it was in the best interests of the Company and its stockholders to amend, and approved and adopted an amendment to, Section 9 of Article VII of its Fifth Amended and Restated Bylaws (the “Bylaws”), to provide that, unless the Company consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the sole and exclusive forum for resolution of any claim arising under the Securities Act of 1933, as amended (the “Securities Act”), and the rules and regulations thereunder (such amendment of the Bylaws, the “Bylaw Amendment”). The Bylaw Amendment, which became effectively immediately, further provides that any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of the Company shall be deemed to have notice and consented to Section 9 of Article VII. The Board approved the Bylaw Amendment in part to reduce any potential expenses that the Company may incur in connection with actions arising under the Securities Act if the Company was required to defend any such potential actions or proceedings in multiple jurisdictions and in parallel proceedings in federal and state courts simultaneously.

The foregoing description of the Bylaw Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Bylaw Amendment, a copy of which is filed herewith as Exhibit 3.1 hereto and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders

As described in Item 5.02 above, the Company held its Annual Meeting via webcast on August 27, 2021. According to the inspector of elections, the stockholders present in person or by proxy represented 15,126,044 shares of common stock (entitled to one vote per share), representing a majority of the outstanding shares of common stock. At the Annual Meeting, the stockholders voted on the following four proposals and cast their votes as follows:

Proposal 1: Election of Directors.

Director	Votes For	Votes Withheld	Broker Non-Votes
Paul DeWeese	3,635,685	651,023	5,610,102
Robert C. Flexon	3,735,171	551,537	5,610,102
Darren R. Jamison	3,346,610	940,098	5,610,102
Yon Y. Jordan	3,646,649	640,059	5,610,102
Robert F. Powelson	3,645,280	641,428	5,610,102
Denise Wilson	3,648,454	638,254	5,610,102
Ping Fu	3,681,811	604,897	5,610,102

Each of the individuals listed above was elected as a director of the Company to serve until the next annual meeting or until his or her successor is elected and qualified.

Proposal 2: Approval of an amendment to increase the number of shares available under the Capstone Green Energy Corporation 2017 Equity Incentive Plan by 500,000.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>	<u>Broker Non-Votes</u>
3,019,539	1,252,134	15,035	5,610,102

The stockholders voted to approve the amendment to the Capstone Turbine Corporation 2017 Equity Incentive Plan.

Proposal 3: Advisory vote on the compensation of the Company's named executive officers

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>	<u>Broker Non-Votes</u>
3,103,827	1,130,701	52,180	5,610,102

The stockholders voted to approve, on a non-binding advisory vote, the compensation of the Company's named executive officers.

Proposal 4: Ratification of the selection of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2022.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>
9,159,506	487,268	250,036

The stockholders voted to ratify the selection of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2022.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	<u>First Amendment to Fifth Amended and Restated Bylaws of Capstone Green Energy Corporation</u>
10.1	<u>Amendment No. 4 to Capstone Green Energy Corporation 2017 Equity Incentive Plan</u>
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 TURBINE CORPORATION

Date: August 30, 2021

By: /s/ Frederick S. Hencken III

Name: Frederick S. Hencken III

Title: Chief Financial Officer

(Principal Financial Officer)

**FIRST AMENDMENT TO
FIFTH AMENDED AND RESTATED
BYLAWS OF
CAPSTONE GREEN ENERGY CORPORATION**

WHEREAS, the Board of Directors (“**Board**”) of Capstone Green Energy Corporation a Delaware corporation (the “**Corporation**”) resolved to amend the Corporation’s Fifth Amended and Restated Bylaws (the “**Bylaws**”), by Resolution of the Board of Directors dated August 26, 2021;

WHEREAS, the Board is authorized to amend the Bylaws under Section 1 of Article IX of the Bylaws;
and

NOW, THEREFORE, in consideration of the foregoing, it is hereby agreed by the Board that the Bylaws shall be amended as follows:

Amendment to Section 9 of Article VII. The following is hereby added to the end of Section 9 of Article VII of the Bylaws:

Unless the corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the sole and exclusive forum for resolution of any claim arising under the Securities Act of 1933, as amended, and the rules and regulations thereunder. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of the corporation shall be deemed to have notice of and consented to the provisions of this Section 9 of Article VII.

Except as specifically provided above in this Amendment, the Bylaws shall in all other respects remain unchanged.

**AMENDMENT NO. 4 TO THE CAPSTONE GREEN ENERGY CORPORATION
2017 EQUITY INCENTIVE PLAN**

This Amendment No. 4 (this "**Amendment**") to the Capstone Green Energy Corporation 2017 Equity Incentive Plan (the "**Plan**"), of Capstone Green Energy Corporation, 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 Plan.

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

1. Section 3(a) of the Plan is hereby deleted in its entirety and replaced with the following:

- a. **Stock Issuable.** The maximum number of shares of Stock reserved and available for issuance under the Plan shall be 1,900,000 shares, subject to adjustment as provided in this Section 3. For purposes of this limitation, the shares of Stock underlying any Awards that are forfeited, canceled or otherwise terminated (other than by exercise) shall be added back to the shares of Stock available for issuance under the Plan. Notwithstanding the foregoing, the following shares shall not be added to the shares authorized for grant under the Plan: (i) shares tendered or held back upon exercise of an Option or settlement of an Award to cover the exercise price or tax withholding, and (ii) shares subject to a Stock Appreciation Right that are not issued in connection with the stock settlement of the Stock Appreciation Right upon exercise thereof. In the event the Company repurchases shares of Stock on the open market, such shares shall not be added to the shares of Stock available for issuance under the Plan. Subject to such overall limitations, shares of Stock may be issued up to such maximum number pursuant to any type or types of Award; provided, however, no more than 200,000 shares of Stock may be granted to any one individual grantee during any one calendar year period, and no more than 1,900,000 shares of the Stock may be issued in the form of Incentive Stock Options. The shares available for issuance under the Plan may be authorized but unissued shares of Stock or shares of Stock reacquired by the Company.

2. Except as expressly amended by this Amendment, the Plan shall continue in full force and effect in accordance with the provisions thereof.
