

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Fanning Celia</u> _____ (Last) (First) (Middle) <u>C/O CAPSTONE GREEN ENERGY CORP.</u> <u>16640 STAGG STREET</u> _____ (Street) <u>VAN NUYS CA 91406</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Capstone Green Energy Corp [CGRNO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Chief Accounting Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/07/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2023		J ⁽¹⁾ (2)(3)		36,250	D	\$0 ⁽¹⁾ (2)(3)	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- On September 28, 2023, Capstone Green Energy Corporation (the Issuer) and its wholly-owned subsidiaries, Capstone Turbine International, Inc. (Capstone Turbine International) and Capstone Turbine Financial Services, LLC (together with Capstone Turbine International and the Issuer, the Debtors) filed voluntary petitions (the Chapter 11 Cases) for relief under chapter 11 of title 11 (Chapter 11) of the United States Code in the United States Bankruptcy Court for the District of Delaware (the Bankruptcy Court). On November 14, 2023, the Bankruptcy Court entered an order (the Confirmation Order) confirming the Chapter 11 plan of reorganization of the Debtors in the Chapter 11 Cases, including its supplement and all exhibits and schedules thereto, and all other documents filed in connection with such plan (the Plan). On December 7, 2023 (the Effective Date), the Plan was consummated and became effective in accordance with its terms, and the Debtors emerged from the Chapter 11 Cases.
- On the Effective Date, in connection with the satisfaction of the conditions to effectiveness set forth in the Confirmation Order and the Plan, the Issuer completed a series of transactions pursuant to which, among other things, the Issuer became a private company that continues to own certain assets of the Issuer and (i) all of the Issuers common shares outstanding prior to the Effective Date were canceled, released, and extinguished, and of no further force or effect and (ii) all of the Issuers equity award agreements under any incentive plan, and the awards granted pursuant thereto, were extinguished, canceled, and discharged and have no further force or effect. In addition, Capstone Turbine International was renamed Capstone Green Energy Holdings, Inc. (Holdings) and is the successor to the Issuer pursuant to Rule 12g-3 under the Securities Exchange Act of 1934, as amended.
- This Form 4 shall constitute an exit filing for the Reporting Person with respect to the Issuer. Ms. Fanning will continue as Chief Accounting Officer of Holdings.

Celia Fanning, Reporting Person 12/07/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.