

TECOGEN INC.
Form SC 13G/A
March 26, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Tecogen Inc.
(Name of Issuer)

Common Stock, par value \$.001 per share
(Title of Class of Securities)

87876P102
(CUSIP Number)

December 31, 2018
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

X Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | |
|----|---|
| 1 | NAME OF REPORTING PERSON |
| | Mr. John N. Hatsopoulos |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="radio"/> (b) |
| 2 | <input type="radio"/> |
| | SEC USE ONLY |
| 3 | |
| | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | United States of America |
| | SOLE VOTING POWER |
| 5 | 1,207,554 |
| | SHARED VOTING POWER |
| 6 | 1,115,042 |
| | SOLE DISPOSITIVE POWER |
| 7 | 1,207,554 |
| | SHARED DISPOSITIVE POWER |
| 8 | 1,115,042 |
| | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 9 | 2,322,596 |
| | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input checked="" type="checkbox"/> |
| 10 | |
| | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| 11 | 9.35% |
| | TYPE OF REPORTING PERSON (See Instructions) |
| 12 | IN |

Item 1(a). Name of Issuer:

Tecogen Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

45 First Avenue, Waltham, MA 02451

Item 2(a). Name of Person Filing:

Mr. John N. Hatsopoulos

Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o Tecogen Inc., 45 First Avenue, Waltham, MA 02451

Item 2(c). Citizenship:

United States of America

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.001 per share

Item 2(e). CUSIP Number:

87876P102

Item 3. If the Statement is being filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the filing person is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a) (6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a) (19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b) (1) (ii) (E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b) (1) (ii) (F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b) (1) (ii) (G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

Not applicable.

Item 4. Ownership.

Amount beneficially owned: 2,322,596 shares of Tecogen Inc common stock, par value \$0.001 per share ("TGEN Common Stock"). Includes: 155,351 shares of Common Stock held directly by John N. Hatsopoulos; 1,039,480 shares of Common Stock held by the Nia M. Hatsopoulos Jephson 2011 Irrevocable Trust, of which Mr.

- (a) Hatsopoulos is the trustee; 1,039,480 shares of Common Stock held by the Alexander J. Hatsopoulos 2011 Irrevocable Trust, of which Mrs. Patricia L. Hatsopoulos, Mr. Hatsopoulos' spouse, is the trustee; 3,325 shares of Common Stock held in an Individual Retirement Account for Patricia L. Hatsopoulos; 44,012 shares held in Pat Ltd., a joint account maintained by Mr. and Mrs. Hatsopoulos; 28,225 shares of Common Stock held by Patricia L. Hatsopoulos; and 12,723 Common Stock options held by John N. Hatsopoulos which are fully exercisable.

This amount does not include: (1) 808,339 shares of TGEN Common Stock held in the John N. Hatsopoulos 1989 Family Trust for the benefit of Nia Marie Hatsopoulos, of which Ms. Ann Marie Pacheco is the trustee; (2) 812,325 shares of TGEN Common Stock held in the John N. Hatsopoulos 1989 Family Trust for the benefit of Alexander J. Hatsopoulos, of which Ms. Ann Marie Pacheco is the trustee; and (3) 579,749 shares of TGEN Common Stock held in the John N. Hatsopoulos Family Trust 2007, of which Mr. Yiannis Monovoukas is the trustee. Mr. Hatsopoulos disclaims beneficial ownership of all shares held by these trusts.

- (b) Percent of class: 9.35% (based on 24,824,873 shares of TGEN Common Stock outstanding as of December 31, 2018, as reported by the Company).

(c) Number of shares as to which such person has:

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- (i) Sole power to vote or direct the vote: 1,207,554
 - (ii) Shared power to vote or direct the vote: 1,115,042
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(iii) Sole power to dispose or to direct the disposition of: 1,207,554

(iv) Shared power to dispose or to direct the disposition of: 1,115,042

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person had ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the

7. Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

\\ John N. Hatsopoulos

John N. Hatsopoulos

Date: March 26, 2019