

CAPSTONE TURBINE Corp  
Form 8-K  
October 18, 2016

**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) **October 18, 2016**

**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**  
(I.R.S. Employer  
Identification No.)

**21211 Nordhoff Street,  
Chatsworth, California**  
(Address of principal executive offices)

**91311**  
(Zip Code)

**(818) 734-5300**

(Registrant's telephone number, including area code)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Explanatory Note**

On October 18, 2016, Capstone Turbine Corporation (the Company) filed a Current Report on Form 8-K (the Original Form 8-K) with the Securities and Exchange Commission (SEC) to report, among other things, the entry into a securities purchase agreement with certain accredited investors (the Purchasers), pursuant to which the Company agreed to sell to the Purchasers (i) in a registered offering, 3,600,000 shares of the Company's common stock, \$0.001 par value per share (Common Stock), and pre-funded Series B warrants to purchase up to 2,700,000 shares of Common Stock, which will be sold in lieu of Common Stock to those Purchasers whose purchase of Common Stock in the offering otherwise would result in the purchaser beneficially owning more than 9.99% of the Company's outstanding Common Stock following the completion of the offering; and (ii) in a concurrent private placement, Series A warrants to purchase up to 6,300,000 shares of Common Stock.

The purpose of this Current Report on Form 8-K is to file with the SEC, as contemplated by the Original Form 8-K, Exhibits 1, 4.1, 4.2, 5, 10, and 23 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit</b>	<b>Description</b>
1	Placement Agent Agreement dated October 18, 2016 by and between the Company and the Placement Agents
4.1	Form of Series A Warrant to Purchase Common Stock
4.2	Form of Pre-Funded Series B Warrant to Purchase Common Stock
5	Opinion of Waller Lansden Dortch & Davis, LLP
10	Form of Securities Purchase Agreement
23	Consent of Waller Lansden Dortch & Davis, LLP (included in Exhibit 5)

**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: October 18, 2016

By:

/s/ Jayme L. Brooks

Jayme L. Brooks

Chief Financial Officer and Chief Accounting Officer

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