

CAPSTONE TURBINE CORP  
Form DEFA14A  
July 18, 2008

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**CAPSTONE TURBINE CORPORATION**

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(Name of Registrant as Specified In Its Charter)

**N/A**

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:

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- o Fee paid previously with preliminary materials.
  - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - (1) Amount Previously Paid:
    - (2) Form, Schedule or Registration Statement No.:
    - (3) Filing Party:
    - (4) Date Filed:
-

*CAPSTONE TURBINE CORPORATION*

**\*\* IMPORTANT NOTICE \*\***

**Regarding the Availability of Proxy Material**

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

**This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.**

**[BROKER LOGO HERE]**

*Return Address Line 1*  
*Return Address Line 2*  
*Return Address Line 3*  
51 MERCEDES WAY  
EDGEWOOD NY 11717

Investor Address Line 1  
Investor Address Line 2  
Investor Address Line 3  
Investor Address Line 4  
Investor Address Line 5  
John Sample  
1234 ANYWHERE STREET  
ANY CITY, ON A1A 1A1

**Shareholder Meeting to be held on Aug 28, 2008**

**Proxy Material Available**

- 1 Notice & Proxy Statement
- 2 Combined Annual Report and Form 10-K document

**PROXY MATERIAL VIEW OR RECEIVE**

**You can choose to view the material online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.**

**To facilitate timely delivery please make the request as instructed below on or before August 15, 2008**

**HOW TO VIEW MATERIAL VIA THE INTERNET**

Have the 12 Digit Control Number(s) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIAL**

- 1) BY INTERNET [www.proxyvote.com](http://www.proxyvote.com)
- 2)

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BY TELEPHONE 1-800-579-1639

3)

BY E-MAIL\* sendmaterial@proxyvote.com

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If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

*See the Reverse Side for Meeting Information and Instructions on How to Vote*

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**Meeting Information**

Meeting Type: Annual Meeting  
Meeting Date: August 28, 2008  
Meeting Time: 9:00 AM PDT  
For holders as of: June 30, 2008

**Meeting Location:**

The Ronald Reagan  
Presidential Library & Museum  
40 Presidential Drive  
Simi Valley, California 93065

**How To Vote**

**Vote In Person**

Should you choose to vote these shares in person at the meeting you must request a "legal proxy". To request a legal proxy please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the material. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting material for any special requirements for meeting attendance.

**Vote By Internet**

To vote *now* by Internet, go to

***WWW.PROXYVOTE.COM.***

Please refer to the proposals and follow the instructions.

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**Voting items**

**The Board of Directors recommends that you vote "For" the following.**

1. Election of Directors  
Nominees

01 Eliot G. Protsch    02 Richard K. Atkinson    03 John V. Jagers    04 Darren R. Jamison    05 Noam Lotan  
06 Gary J. Mayo    07 Gary D. Simon    08 Holly A. Van Deursen    09 Darrell J. Wilk

**The Board of Directors recommends you vote FOR the following proposal(s).**

2            Approval of the Rights Agreement, dated as of July 7, 2005, with Mellon Investor Services LLC, as amended;

3            Approval of the Capstone Turbine Corporation Executive Performance Incentive Plan;

4            Approval of an amendment to the Capstone Turbine Corporation Amended and Restated 2000 Equity Incentive Plan;

5            Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2009.

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**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

**CONTROL # 0000 0000 0000**

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**Voting Instructions**

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO  
BANKS AND BROKERS  
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE

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CAPSTONE TURBINE CORPORATION

Shareholder Meeting to be held on Aug 28, 2008

Voting items

Voting Instructions