

TECOGEN INC.
Form 8-K
March 05, 2018

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): March 5, 2018 (March 2, 2018)
TECOGEN INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-36103 04-3536131
(Commission File Number) (IRS Employer Identification No.)

45 First Avenue
Waltham, Massachusetts 02451
(Address of Principal Executive Offices) (Zip Code)

(781) 622-1120
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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 8.01 Other Events.

On March 2, 2018, the US District Court for the District of Massachusetts dismissed all federal securities law claims filed against all defendants in the case of Lee Vardakas, individually and on behalf of all others similarly situated (“Plaintiffs”) against American DG Energy Inc. (“ADGE”), Tecogen, Inc. (the “Company”), and various individuals (“Defendants”) (Case No. 17-cv-10247-LTS) relating to the merger of ADGE with the Company. The US District Court took the position that the Plaintiffs’ allegations did not support any viable claim that Defendants had failed to disclose material facts regarding the merger. The US District Court denied Defendants’ motion to dismiss Plaintiffs’ Massachusetts state law claims based on alleged breaches of fiduciary duties to the ADGE shareholders based on the same facts as the dismissed federal securities claims. Defendants will continue to vigorously defend their position that they have no liability with respect to the remaining claims in the case.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

TECOGEN INC.

By: /s/ Bonnie Brown

March 5, 2018 Bonnie Brown, Chief Accounting Officer