

CAPSTONE TURBINE CORP  
Form 8-K  
September 18, 2009

**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): **September 18, 2009 (September 17, 2009)**

**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)

## Edgar Filing: CAPSTONE TURBINE CORP - Form 8-K

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01** **Entry into a Material Definitive Agreement.**

On September 17, 2009, Capstone Turbine Corporation, a Delaware corporation (the *Company*), entered into Warrant Exercise Agreements with the holders (the *Holder*) of warrants to purchase an aggregate of 7,225,434 shares of the *Company*'s common stock, par value \$0.001 per share (*Common Stock*), issued by the *Company* to such *Holder*s on May 7, 2009 (the *Initial Warrants*). Pursuant to the Warrant Exercise Agreements, the *Company* agreed to issue and sell to the *Holder*s new warrants to purchase an aggregate of 5,780,347 shares of Common Stock (the *New Warrants*) in exchange for the exercise in full of the *Initial Warrants* at the reduced exercise price of \$0.90 per share. The offering price of the *New Warrants* being acquired by the *Holder*s is \$0.0625 per share of Common Stock subject to the *New Warrants* and the exercise price of the *New Warrants* is \$1.42 per share. The *New Warrants* are exercisable during the period beginning on September 17, 2009 and continuing through May 7, 2016. The gross proceeds to the *Company* of the exercise of the *Initial Warrants* and sale of the *New Warrants* is approximately \$6.86 million. The net proceeds of the transactions, after deducting estimated expenses, is approximately \$6.68 million.

The *Company* is offering the *New Warrants*, and the shares of Common Stock issuable upon exercise of the *New Warrants*, pursuant to a prospectus dated February 4, 2009 and a prospectus supplement dated September 17, 2009, pursuant to the *Company*'s shelf registration statement on Form S-3 (Registration No. 333-156459) declared effective by the Securities and Exchange Commission on February 4, 2009.

The foregoing is only a brief description of the material terms of the Warrant Exercise Agreements and the *New Warrants*, does not purport to be a complete description of the rights and obligations of the parties thereunder and is qualified in its entirety by reference to the forms of Warrant Exercise Agreement and *New Warrant*, respectively, that are filed as Exhibits 10 and 4 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 9.01** **Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 4                      Form of Warrant to Purchase Common Stock

Exhibit 5                      Opinion of Waller Lansden Dortch & Davis, LLP

Exhibit 10                      Form of Warrant Exercise Agreement

Exhibit 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: September 18, 2009

By:

*/s/ Edward I. Reich*

Edward I. Reich

Executive Vice President and Chief Financial Officer

Exhibit Index

<b>Exhibit</b>	<b>Description</b>
4	Form of Warrant to Purchase Common Stock
5	Opinion of Waller Lansden Dortch & Davis, LLP
10	Form of Warrant Exercise Agreement
23	Consent of Waller Lansden Dortch & Davis, LLP (included in Exhibit 5)