
**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): August 14, 2014



TECOGEN INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-36103

(Commission File Number)

04-3536131

(IRS Employer Identification No.)

45 First Avenue

Waltham, Massachusetts

(Address of Principal Executive Offices)

02451

(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:

- 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 2.02. Results of Operations and Financial Condition.

On May 14, 2014, the registrant announced its financial results for the period ending June 30, 2014. On May 14, 2014, the registrant issued a press release to investors for the period ending June 30, 2014, which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Current Report on Form 8-K (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 15, 2014, Tecogen Inc. (the “Company”) accepted the resignation of Ms. Bonnie J. Brown the Company’s Chief Financial Officer, Treasurer and Secretary effective as of May 15, 2014. Ms. Brown’s resignation was not a result of any disagreement with the Company on any matter relating to its operations, policies or practices.

On May 15, 2014, the Company’s Board of Directors appointed Mr. David A. Garrison, age 46, the Director of Finance, to the position of Chief Financial Officer of the Company.

There are no family relationships between Mr. Garrison and any director or executive officer of the Company or its subsidiaries.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The registrant hereby furnishes the following exhibit:

Exhibit 99.1 – Press release, dated May 14, 2014, for the period ending June 30, 2014.

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, in the City of Waltham, Commonwealth of Massachusetts, on May 15, 2014.

TECOGEN, Inc.

By: /s/ David A. Garrison
David A. Garrison
Chief Financial Officer



Tecogen Announces Second Quarter Earnings

Quarterly Revenue expands by 62% as compared to the same period in 2013

WALTHAM, Mass., August 14, 2014, Tecogen® Inc. (NASDAQ:TGEN), a manufacturer and installer of high efficiency, *Ultra*™ clean combined heat and power products including natural gas engine-driven cogeneration, air conditioning systems, and high-efficiency water heaters for industrial and commercial use, reported revenues of \$4,539,857 in the three months ended June 30, 2014, compared to \$2,803,460 for the same period in 2013, an increase of 61.9%.

Major Highlights:

Financial

- Sales backlog of equipment and installations was \$12 million at the end of the second quarter and continued to grow to \$13.3 million as of August 13, 2014.
- Gross profit for the three months ended June 30, 2014 was \$1,348,673 compared to \$813,873, respectively for the same period in 2013, an increase of 65.7%.
- Gross margins improved to 30% from 29% for the quarter ended June 30, 2014 compared to the same period in 2013.
- Research and development expenses for the year and the quarter were \$559,716 and \$251,582, respectively, as the Company continues to expand development of its technology while preparing the patent applications. The increase of operating expenses included higher sales commission expense and administrative expenses associated with taking the company public.
- Operating expenses grew to \$2,567,761 from \$1,965,383.
- Net loss for the three months ended June 30, 2014 was \$1,229,707 compared to \$1,090,480 for the same period in 2013. Our goal is for operations to be profitable by year end.
- Net loss per share was \$0.08 for the three months ended June 30, 2014 and 2013.

Sales & Operations

- Orders for gas fired chillers expanded our sales internationally into Canada and Mexico.
 - The *Ultra* emissions Retrofit Kit product line, featuring the patented *Ultra*-low emissions technology, reached the nine month anniversary of successful pilot retrofit project on a natural gas engine driven water pump in the Eastern Municipal Water District in Southern California.
 - Positive response to initial installations in new markets as the Ilios Water Sourced Heat Pump continues to get traction. Over the next 12 months, management expects a steady growth in orders as success with early adopters adding to the positive reputation.
 - Installation projects or “Turnkey” sales continue to contribute to the expansion of backlog. These projects historically lead to long term service agreements.
 - Establishment of new service center on Long Island New York. This ninth service center will better serve our growing Metro New York customer base.
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About Tecogen

Tecogen manufactures, installs and maintains high efficiency, Ultra-clean Combined Heat and Power products including natural gas engine-driven cogeneration, air conditioning systems, and high-efficiency water heaters for industrial and commercial use. Tecogen has shipped more than 2,000 units, supported by an established network of engineering, sales, and service personnel across the United States. For more information, please visit www.tecogen.com.

FORWARD-LOOKING STATEMENTS This press release contains forward-looking statements under the Private Securities Litigation Reform Act of 1995 that involve a number of risks and uncertainties. Important factors could cause actual results to differ materially from those indicated by such forward-looking statements, as disclosed on the Company's website and in Securities and Exchange Commission filings. The statements in this press release are made as of the date of this press release, even if subsequently made available by the Company on its website or otherwise. The Company does not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.

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