
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: May 29, 2020



TECOGEN INC. (NASDAQ: TGEN)
(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) 466-6400
(Registrant's telephone number, including area code)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol	Name of exchange on which registered
Common Stock, \$.001 par value per share	TGEN	NASDAQ

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))

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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 29, 2020 Tecogen Inc. (the "Company") delivered a letter to The NASDAQ Stock Markets LLC ("NASDAQ") notifying NASDAQ that the Company has elected to voluntarily de-list its shares from NASDAQ, deregister its shares under Section 12(b) of the Securities Exchange Act, and have its shares quoted for trading on OTC Markets Group Inc.'s OTCQX Best Markets. The Company also issued a press release on May 29, 2020 titled "Tecogen to Transition Listing of Shares to OTC Markets" describing the transition from NASDAQ to OTC Markets and the reasons for the transition. The press release is being filed as Exhibit 99.01 and incorporated by reference into this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit relating to Item 3.01 is filed with this Current Report on Form 8-K:

<u>Exhibit</u>	<u>Description</u>
99.01	Press Release dated May 29, 2020 titled "Tecogen Transitions Listing of Shares to OTC Markets"

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.

May 29, 2020

By: /s/ Benjamin Locke
Benjamin Locke, Chief Executive Officer



Tecogen to Transition Listing of Shares to OTC Markets

WALTHAM, MA, May 29, 2020– [Tecogen Inc.](#) (NASDAQ: TGEN), a clean energy company providing ultra-efficient and clean on-site power, heating and cooling equipment, today notified The Nasdaq Stock Market LLC that Tecogen is voluntarily de-listing its shares of common stock from The Nasdaq Stock Market LLC’s Capital Market and de-registering its shares under Section 12(b) of the Securities Exchange Act of 1934. The Company intends for its shares of common stock to be quoted on the OTC Markets Group Inc.’s OTCQX Best Market.

Tecogen has identified cost savings opportunities associated with moving the company’s listing to OTC Markets, including reduced annual maintenance fees and potential reductions in the costs and management attention required in connection with certain compliance matters.

“Tecogen made the decision to transition its listing from NASDAQ to OTC Markets following a review of highly erratic trading in the company’s shares beginning in May including significant volume increases, share price declines, and extremely low closing bid prices consistently submitted at the end of each trading day, resulting in potential difficulty in satisfying NASDAQ’s closing bid price listing requirement” stated John Hatsopoulos, Tecogen’s Lead Director. Mr. Hatsopoulos also noted that “Tecogen will continue to provide all required disclosures to provide transparency regarding the company and its business, and we believe that trading on OTC Markets will provide adequate liquidity for trading of Tecogen shares at less cost to the company.”

About Tecogen

[Tecogen Inc.](#) designs, manufactures, sells, installs and maintains high efficiency, ultra-clean, cogeneration products including combined heat and power, air conditioning systems and high-efficiency water heaters for residential, commercial, recreational and industrial use. The company provides cost efficient, environmentally friendly and reliable products for energy production that, through patented technology, nearly eliminate criteria pollutants and significantly reduce a customer’s carbon footprint.

In business for over 35 years, Tecogen has shipped more than 3,000 units, supported by an established network of engineering, sales and service personnel across the United States. For more information, please visit www.tecogen.com or contact us for a free [Site Assessment](#).

Tecogen, InVerde e+, Ilios, Tecochill, and Ultera are registered or pending trademarks of Tecogen Inc.

Tecogen Inc.

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Forward Looking Statements

This press release contains “forward-looking statements” which may describe strategies, goals, outlooks or other non-historical matters, or projected revenues, income, returns or other financial measures, that may include words such as "believe," "expect," "anticipate," "intend," "plan," "estimate," "project," "target," "potential," "will," "should," "could," "likely" or "may" and similar expressions intended to identify forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results to differ materially from those expressed or implied by such forward-looking statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Forward-looking statements speak only as of the date on which they are made, and we undertake no obligation to update or revise any forward-looking statements.

In addition to those factors described in our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q under “Risk Factors,” among the factors that could cause actual results to differ materially from past and projected future results are the following: fluctuations in demand for our products and services, competing technological developments, issues relating to research and development, the availability of incentives, rebates and tax benefits relating to our products and services, changes in the regulatory environment relating to our products and services, integration of acquired business operations and the ability to obtain financing on favorable terms to fund existing operations and anticipated growth.

Tecogen Media & Investor Relations Contact Information: Benjamin Locke, CEO

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