
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: June 9, 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 8.01. Other Events.

On June 9, 2020 Tecogen Inc. ("Tecogen") issued a press release regarding the filing of a Form 25 to notify the Securities and Exchange Commission of the voluntary de-listing of its shares of common stock from Nasdaq and the transition of the quotation of its shares to OTC Markets Group Inc.'s OTCQX Best Market. The press release dated June 9, 2020 is furnished as Exhibit 99.01 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 8.01 and Exhibit 99.01 to this Form 8-K shall not be deemed "filed" for purposes of Section 18 of 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 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibit relating to Item 8.01 shall is furnished, and not filed:

<u>Exhibit</u>	<u>Description</u>
99.01	<u>Press release dated June 9, 2020 titled "Tecogen Initiates Transition to Trading on OTC Markets OTCQX Best Market"</u>

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.

June 9, 2020

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



Tecogen Initiates Transition to Quotation on OTC Capital Markets OTCQX Best Market

WALTHAM, MA, June 9, 2020— [Tecogen Inc.](#) (NASDAQ: TGEN), a clean energy company providing ultra-efficient and clean on-site power, heating and cooling equipment, announced that it will file a Form 25 with the Securities and Exchange Commission on June 9, 2020 to notify the SEC of the voluntary delisting of its shares of common stock from Nasdaq. As previously announced, Tecogen is transitioning the quotation of its shares to OTC Markets Group Inc.'s OTCQX Best Market.

Tecogen shares are expected to be quoted on the OTCQX Best Market on or about June 19, 2020, following its voluntary delisting from Nasdaq Capital Markets which will be effective June 19, 2020. Trading of Tecogen shares on Nasdaq will be temporarily suspended for trading on Nasdaq on June 9, 2020, and will resume trading on Nasdaq during the period June 10 through June 18, 2020 until the delisting from Nasdaq becomes effective.

Also as previously reported, Tecogen is withdrawing its shares of common stock from registration under Section 12(b) of the Securities Exchange Act of 1934 and its duty to file reports under Section 13(a) will be suspended. However, following the effectiveness of such de-registration, Tecogen intends to file annual, quarterly, and current reports with the SEC pursuant to Section 15(d) of the Securities Exchange Act of 1934.

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.

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

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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.

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