

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): February 1, 2024



TECOGEN INC. (OTCQX: 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

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. ☐

INFORMATION TO BE INCLUDED IN THE REPORT

Section 1 – Registrant’s Business and Operations

Item 1.01. Entry into a Material Definitive Agreement.

Effective February 1, 2024 Tecogen Inc. (“Tecogen”) and Aegis Energy Services LLC (“Aegis”) amended the Agreement Regarding Assignment of Certain Maintenance Agreements dated as of March 15, 2023 by and between Tecogen and Aegis to add to the agreements assigned to Tecogen by Aegis maintenance services agreements for sixteen (16) cogeneration units and two (2) chillers (the “Amendment”). The Amendment includes an undertaking by Aegis to use commercially reasonable efforts to support and assist Tecogen’s execution of maintenance services agreements for an additional thirty-six (36) cogeneration units sold to customers by Aegis. The Amendment is being furnished as Exhibit 99.01 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.01	<u>Amendment to Agreement Regarding Assignment of Maintenance Agreements dated as of February 1, 2024</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

TECOGEN INC.

duly authorized.

February 2, 2024

By: /s/ Abinand Rangesh

Abinand Rangesh, Chief Executive Officer

AMENDMENT TO AGREEMENT REGARDING THE ASSIGNMENT OF CERTAIN MAINTENANCE AGREEMENTS

This AMENDMENT effective as of February 1, 2024 by and between Tecogen Inc., a Delaware corporation (“Tecogen”), and Aegis Energy Services LLC, a Delaware limited liability company (“Aegis”), amends the AGREEMENT REGARDING THE ASSIGNMENT OF CERTAIN MAINTENANCE AGREEMENTS dated as of March 15, 2023 (the “Agreement”). Tecogen and Aegis are referred to herein collectively as the “Parties.”

WHEREAS, the Parties wish to amend the Agreement to provide for the assignment by Aegis and the assumption by Tecogen of additional Maintenance Agreements.

NOW THEREFORE, in consideration of the foregoing and the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Agreement is hereby amended to provide that effective as of February 1, 2024 (the “Effective Date”) Aegis hereby assigns and Tecogen hereby assumes maintenance services agreements for an additional sixteen (16) cogeneration units and two (2) 50 ton Yazaki absorption chillers, which agreements have been delivered to Tecogen and are identified in Section 2.01(a) of the Disclosure Schedule dated as of the date hereof delivered by Aegis to Tecogen (the “Disclosure Schedule”). Aegis shall be responsible for, or shall reimburse Tecogen for, all required repairs covered by Aegis warranties on the cogeneration units and chillers referred to in the preceding sentence.
2. Aegis shall exercise commercially reasonable efforts to support and assist Tecogen to enter into Maintenance Agreements on terms and conditions acceptable to Tecogen regarding maintenance services for the thirty-six (36) cogeneration units at the locations identified in Section 2.01(b) of the Disclosure Schedule. Aegis shall not enter into Maintenance Agreements with respect to such cogeneration units.
3. The representations and warranties set forth in the Agreement are restated in their entirety as of the Effective Date, and for the only scope described in section 1. and 2. of this document.
4. Aegis hereby grants Tecogen as of the Effective Date a fully paid up, nonexclusive, irrevocable and non-transferrable license to use all intellectual property, including all software incorporated into the cogeneration units subject to the Agreement, which is used in connection with the operation and maintenance of the cogeneration units. Aegis represents and warrants that the intellectual property referred to in the preceding sentence does not violate, and is not subject to, any rights of any third party, including any infringement claim or license or royalty obligation.
5. Except as specifically amended hereby, the Agreement is ratified and confirmed in all respects and remains in full force and effect.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date set forth above.

AEGIS ENERGY SERVICES LLC

By: 
Name: Robinson Kirby
Title: CEO

TECOGEN INC.

By: 
Name: Abhinand Rangesh
Title: CEO
