

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 19, 2025



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.)

76 Treble Cove Road
North Billerica, Massachusetts 01862
(Address of Principal Executive Offices and 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. ☐

Item 8.01. Other Events.

On February 18, 2025, Tecogen Inc. (“Company,” “we,” “our,” “us”) entered into an amendment (the “Amendment”) to its promissory notes to John N. Hatsopoulos, our Lead Director and a shareholder of the Company, consisting of a \$500,000 promissory note dated October 10, 2023, as amended March 21, 2024, and a \$500,000 promissory note dated July 23, 2024 (collectively the “Promissory Notes”). The Amendment extended the maturity date of the Promissory Notes to July 31, 2026, and permits Mr. Hatsopoulos to receive payment of the balance of the Promissory Notes in cash or in common stock of the Company. If requested by Mr. Hatsopoulos, the balance of one or both of the Promissory Notes will be converted to the number of shares of the Company’s common stock determined by dividing the outstanding principal and accrued interest by the average closing price per share for the Company’s common stock during the thirty day period prior to the date of conversion of the loan balance to common stock.

The foregoing description of the Amendment is not complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 99.1 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 Tecogen Inc. Promissory Notes</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 19, 2025	<hr/> By: /s/ Abinand Rangesh Abinand Rangesh, Chief Executive Officer
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AMENDMENT TO TECOGEN INC. PROMISSORY NOTES

This Agreement dated February 18, 2025 by and between Tecogen Inc., a Delaware corporation with offices located at 76 Treble Cove Road, Bldg. 1, N. Billerica, MA 01862 (“Tecogen”) and John N. Hatsopoulos (“Mr. Hatsopoulos”).

WHEREAS, Tecogen and Mr. Hatsopoulos desire to amend two promissory notes by Tecogen in favor of Mr. Hatsopoulos to extend the maturity dates thereof and to permit Tecogen to pay the balances thereof in Tecogen common stock,

NOW THEREFORE, Tecogen and Mr. Hatsopoulos hereby agree as follows:

The promissory notes consisting of (a) a \$500,000 Promissory Note by Tecogen in my favor dated October 10, 2023, as amended on March 21, 2024, and (b) a \$500,000 Promissory Note by Tecogen in my favor dated July 23, 2024 (collectively, the “Promissory Notes”) are hereby amended as follows:

(1) the maturity date of each of the Promissory Notes shall be July 31, 2026; and

(2) the balance of the Promissory Notes shall be payable in cash, or in Tecogen common stock, as determined by Mr. Hatsopoulos. If the balance of one or both of the Promissory Notes is paid in Tecogen common stock, the number of shares to be issued to Mr. Hatsopoulos would consist of the number of shares equal to the nearest whole number of shares determined by dividing (i) the outstanding principal and accrued interest on the Promissory Note at the time of conversion of the debt to equity, by (ii) the average closing price per share for Tecogen common stock during the thirty-day period prior to the date of conversion.

IN WITNESS WHEREOF, the parties have signed this agreement as of the date first set forth above.

TECOGEN INC.

By: /s/ Abinand Rangesh /s/ John N. Hatsopoulos
Name: Abinand Rangesh, John N. Hatsopoulos
Title: CEO