

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

TECOGEN INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

3585

(Primary Standard Industrial Classification Code Number)

04-3536131

(IRS Employer Identification Number)

76 Treble Cove Road  
Building 1  
North Billerica, MA 01862  
781.466.6400

(Address, including zip code, and telephone number, including area code, of the registrant's principal executive offices)

John K. Whiting, IV, Esq.  
General Counsel  
Tecogen Inc.  
76 Treble Cove Road  
Building 1  
North Billerica, Massachusetts 01862  
Telephone: 781.466.6016

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies of Communications to:*

Neil R.E. Carr, Esq.  
Somertons, PLLC  
1025 Connecticut Avenue, N.W.  
Suite 1000  
Washington, D.C. 20036  
Telephone: 202.459.4651

M. Ali Panjwani, Esq.  
Pryor Cashman LLP  
7 Times Square  
40<sup>th</sup> Floor  
New York, NY 10035  
Telephone: 212.326.0820

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  
(File No. 333-288668)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐      Accelerated filer ☐      Non-accelerated filer

Smaller reporting company      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 7(a)(2)(B) of the Securities Act.

**The Registration Statement shall become effective upon filing with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended.**

---

**EXPLANATORY NOTE AND  
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 (*"Registration Statement"*) of Tecogen Inc, a Delaware corporation (*"Company"*), is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (*"Securities Act"*), for the sole purpose of increasing the aggregate number of shares of common stock, \$.001 par value per share (*"common stock"*), offered by the Company by 918,333 shares, of which 85,000 are subject to purchase upon exercise of the underwriters' option to purchase additional shares of the Company's common stock. The contents of the Registration Statement on Form S-1, as amended (File No. 333-288668), initially filed by the Company with the Securities and Exchange Commission (*"SEC"*) pursuant to the Securities Act on July 15, 2025 (as amended, *"Initial Registration Statement"*), and which was declared effective by the SEC on July 17, 2025, including all exhibit thereto, are incorporated by reference into this Registration Statement.

The additional shares of common stock that are being registered for sale hereby are in an amount and at a price that together represents no more than 20% of the maximum aggregate offering price set forth in the Calculation of Filing Fee Table filed as Exhibit 107.1 to the Initial Registration Statement.

The required opinion and consents are listed in Part II, Item 16 of this Registration Statement and filed herewith or incorporated herein by reference.

**PART II**

**Information Not Required in Prospectus**

**Item 16. Exhibits and Financial Statement Schedules.**

The following documents are filed as exhibits to this registration statement, and all other exhibits previously filed as exhibits to the registrant's Registration Statement on Form S-1 (File No. 333-288668), are incorporated by reference into, and shall be deemed to be a part of this filing.

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
5.1	<a href="#">Legal Opinion of Somertons, PLLC, filed herewith.</a>
23.1	<a href="#">Consent of Wolf &amp; Company, P.C., filed herewith.</a>
23.2	Consent of Somertons, PLLC (included in Exhibit 5.1 hereto).
24.1	Power of Attorney of certain directors and officers of the Registrant. *
107.1	<a href="#">Filing Fee Table, filed herewith.</a>

\* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-288668) originally filed with the Securities and Exchange Commission on July 15, 2025.

---

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of North Billerica, Commonwealth of Massachusetts, on July 18, 2025.

### TECOGEN INC.

By: /s/ Abinand Rangesh  
Abinand Rangesh  
Chief Executive Officer and Chief  
Financial Officer (*Principal Executive Officer and  
Principal Financial Officer*)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Abinand Rangesh</u> Abinand Rangesh	Chief Executive Officer, Chief Financial Officer, and Director ( <i>Principal Executive Officer and Principal Financial Officer</i> )	7/18/2025
<u>/s/ Roger P. Deschenes</u> Roger P. Deschenes	Chief Accounting Officer ( <i>Principal Accounting Officer</i> )	7/18/2025
* _____ Angelina M. Galiteva	Director and Chairperson	7/18/2025
* _____ John N. Hatsopoulos	Lead Director	7/18/2025
Ahmed F. Ghoniem	Director	7/18/2025
* _____ Earl R. Lewis, III	Director	7/18/2025
* _____ Susan F. Hirsch	Director	7/18/2025
* _____ John M. Albertine	Director	7/18/2025

\* By: /s/ John K. Whiting, IV  
John K. Whiting, IV  
Attorney-in-Fact

## Calculation of Filing Fee Table

**Form S-1**

(Form Type)

**Tecogen Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Table 1: Newly Registered and Carry Forward Securities**

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Aggregate Offering Price Per Share <sup>(2)</sup>	Maximum Aggregate Offering Price <sup>(2)</sup>	Fee Rate	Amount of Registration Fee <sup>(3)</sup>	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
<b>Newly Registered Securities <sup>(1)</sup></b>												
Fees to be paid	Equity	Common stock, \$.001 par value per share	Rule 457(a)	918,333 <sup>(1)</sup>	\$5.00	\$4,591,665.00	0.0001531	\$702.98 <sup>(3)</sup>	-	-	-	-
Fees previously paid	-	-	-	-	-	-	-	-	-	-	-	-
<b>Carried Forward Securities</b>												
Carried Forward Securities	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Offering Amounts</b>						\$4,591,665.00	0.0001531	\$702.98				
<b>Total Fee Previously Paid</b>							-	-				
<b>Net Fee Due</b>								\$702.98				

(1) Represents only the additional number of shares being registered pursuant to this Registration Statement on Form S-1, including 85,000 additional shares subject to purchase upon exercise of the option granted to the underwriters. Does not include the shares that were previously registered in the Registration Statement on Form S-1 (File No. 333-288668) (as amended, “Initial Registration Statement”) which was declared effective by the Securities and Exchange Commission on July 17, 2025. Pursuant to Rule 416 under the Securities Act of 1933, as amended (“Securities Act”), this Registration Statement shall be deemed to cover any additional shares of common stock, \$.001 par value per share (“common stock”), of Tecogen Inc., a Delaware corporation (“Tecogen”), as may be offered or issued from time to time upon stock splits, stock dividends, recapitalizations or similar transactions.

(2) Based upon the public offering price.

(3) The amount of the registration fee is calculated in accordance with Rule 457(a) under the Securities Act. Tecogen previously registered 3,066,667 shares of common stock (including 400,000 shares issuable pursuant to the underwriters’ over-allotment option) with an aggregate offering price of \$23,000,003 on the Initial Registration Statement. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a maximum aggregate offering price of \$4,591,665 is hereby registered.

# Somertons, pllc

Attorneys at law

1025 Connecticut Avenue, N.W.  
Suite 1000  
Washington, D.C. 20036  
Tel: 202.459.4651  
Fax: 202.478.2980  
www.somertons.com

## **EXHIBIT 5.1**

July 18, 2025

The Board of Directors  
Tecogen Inc.  
76 Treble Cove Road  
Building 1  
North Billerica, Massachusetts 01862

**Re: Tecogen Inc.  
Securities Registered under Registration Statement on Form S-1**

Ladies and Gentlemen:

We have acted as special securities counsel to Tecogen Inc., a Delaware corporation ("*Company*"), in connection with (i) the Registration Statement on Form S-1 under the Securities Act of 1933, as amended ("*Securities Act*"), filed by the Company with the Securities and Exchange Commission ("*SEC*") on July 15, 2025, ss amended on July 16, 2025 ("*Initial Registration Statement*"), and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) under the Securities Act ("*462(b) Registration Statement*," and together with the Initial Registration Statement, the "*Registration Statement*"). This opinion is being furnished to you in connection with your filing of the 462(b) Registration Statement relating to the registration by the Company of up to 918,333 additional shares ("*Shares*") of the Company's common stock, \$.001 par value per share ("*common stock*"), including 85,000 shares of common stock purchasable by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Company. The Shares are being offered and sold pursuant to an underwriting agreement (in substantially the form filed as an Exhibit 1.1 to the Initial Registration Statement) to be entered into by and between the Company and Roth Capital Partners, LLC, as sole underwriter and manager of the offering ("*Underwriting Agreement*").

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the 462(b) Registration Statement, other than as expressly stated herein with respect to the issue of the Shares.

We have examined originals of copies of the Company's Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws, the Registration Statement, the preliminary prospectus included therein ("*Prospectus*"), the 462(b) Registration Statement, the form of Underwriting Agreement, minutes of various meetings and consents of the Board of Directors of the Company, originals or copies of all such records of the Company, agreements, certificates of public officials, certificates of officers and representatives of the Company and others, and such other documents, certificates, records, authorizations, proceedings, statutes and judicial decisions as we have deemed necessary to form the basis of the opinions expressed herein. As to various questions of fact material to our opinion, we have relied upon statements and certificates of officers and representatives of the Company and others.

In such examination, we have assumed the genuineness and authenticity of all signatures on original documents; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies or specimens; the authenticity of the originals of such documents, agreements and instruments submitted to us as copies or specimens; the conformity of the text of each documents filed with the SEC through the SEC's Electronic Data Gathering, Analysis and Retrieval System to the printed document reviewed by us; the accuracy, completeness and authenticity of certificates of public officials; the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents; that the Initial Registration Statement and the 462(b) Registration Statement have become effective under the Securities Act, the Prospectus, the final prospectus, and any and all free-writing prospectus(es) related to the offer and sale of the Shares have been delivered and

# Somertons, pllc

The Board of Directors

Tecogen Inc.

July 18, 2025

Page | 2

filed as required by such laws; that the issuance and sale of the Shares does not violate any applicable law, are in conformity with the Company's then operative charter and bylaws, does not result in a default under or breach of any agreement or instrument binding upon the Company and comply with any applicable requirement or restriction imposed by any court or governmental body having jurisdiction over the Company or its properties or assets; the Prospectus included in the Registration Statement contains or incorporates by reference therein all information and disclosures required by applicable SEC rules and forms; the Underwriting Agreement with respect to the Shares offered will have been duly authorized and validly executed and delivered by the Company and the other parties thereto; and the Shares to be sold to the underwriters by the Company will be sold at a price established by the board of directors of the Company or a duly authorized committee thereof.

In connection with the preparation of this opinion, we have reviewed such questions of law as we deemed necessary. We do not herein give any opinion with respect to the laws of any jurisdiction other than the laws of the District of Columbia, the general laws of the United States of America, Federal securities laws and Delaware corporations law (including the statutory provisions, all applicable provisions of the Delaware constitution and reported judicial decisions interpreting the foregoing), all as in effect on the date of this opinion. We are not rendering any opinion as to compliance with any Federal or state law, rule or regulation relating to securities, including but not limited to, state "blue sky" laws, or to the sale or issuance thereof. Our opinion expressed below is subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and other similar laws of general application affecting the rights and remedies of creditors and to general principles of equity.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized by the Company and, when issued and delivered by the Company against payment therefor in accordance with the terms of and in the manner contemplated by the Underwriting Agreement, the Registration Statement, and Prospectus, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the references in the Initial Registration Statement, Prospectus, and in the final prospectus for the offering to this firm as attorneys who have passed upon legal matters in connection with the offering of the securities described therein under the caption "Legal Matters." In giving such consent, we do not believe that we are "experts" within the meaning of such term as used in the Securities Act or the rules and regulations of the SEC issued thereunder with respect to any part of the 462(b) Registration Statement, including this opinion as an exhibit or otherwise.

This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/Somertons, PLLC

**Somertons, pllc**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-1 and related Prospectus of Tecogen Inc. filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated March 18, 2025, relating to the consolidated financial statements of Tecogen Inc. appearing in the Annual Report on Form 10-K of Tecogen Inc. for the years ended December 31, 2024 and December 31, 2023, incorporated by reference in Registration Statement (No. 333-288-668) on Form S-1, as amended, declared effective on July 17, 2025.

We also consent to the reference to our firm under the heading “Experts” in such Prospectus.

/s/ Wolf & Company, P.C.

Wolf & Company, P.C.

Boston, Massachusetts

July 17, 2025