

**FORM 5**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Form 3 Holdings Reported.

Form 4 Transactions Reported.

1. Name and Address of Reporting Person * <u>LEWIS EARL R</u>  (Last) (First) (Middle) <u>C/O TECOGEN INC.</u> <u>76 TREBLE COVE ROAD</u>  (Street) <u>NORTH MA 01862</u> <u>BILLERICA</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TECOGEN INC. [ TGEN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	03/24/2022		P	5,000	A	(1)	565,835	D	
Common Stock	11/22/2022		P	1,200	A	(2)	567,035	D	
Common Stock	11/22/2022		P	4,987	A	\$1.36	572,022	D	
Common Stock	11/23/2022		P	630	A	\$1.34	572,652	D	
Common Stock	11/29/2022		P	5,000	A	(3)	577,652	D	
Common Stock	09/14/2023		P	17,216	A	\$0.93	594,868	D	
Common Stock	09/26/2023		P	1,000	A	\$0.9	595,868	D	
Common Stock	10/02/2023		P	5,000	A	\$0.87	600,868	D	
Common Stock	10/06/2023		P	132	A	\$0.79	601,000	D	
Common Stock	10/06/2023		P	1,000	A	\$0.8	602,000	D	
Common Stock	10/09/2023		J <sup>(4)</sup>	2,000	D	(4)	600,000	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- 1. acquired at various prices during period Tecogen not subject to Section 16 reporting requirement
- 2. Six purchases at \$1.24 to \$1.29 per share
- 3. ten purchases at \$1.43 to \$1.57 per share
- 4. purchase of 2,000 shares reported did not occur

**Remarks:**

/s/ Earl R. Lewis

04/16/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.