

TECOGEN INC.
Form 10-K/A
April 01, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K/A

Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the fiscal year ended December 31, 2013

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

Commission file number 333-178697

TECOGEN INC.
(Exact name of Registrant as specified in its charter)

| | |
|---|---|
| Delaware (State or Other Jurisdiction of Incorporation or Organization) | 04-3536131 (IRS Employer Identification No.) |
|---|---|

| | |
|---|---------------------|
| 45 First Avenue Waltham, Massachusetts (Address of Principal Executive Offices) | 02451 (Zip Code) |
|---|---------------------|

Registrant's Telephone Number, Including Area Code: (781) 622-1120

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

| Title of each class | Name of each exchange on which registered |
|---------------------------------|---|
| Common Stock, \$0.001 par value | N/A |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the
Securities Act. Yes No

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every

Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or an amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

The aggregate market value of the voting shares of the registrant held by non-affiliates is not applicable because our common stock was not yet trading as of June 28, 2013.

As of March 31, 2014, the registrant's shares of common stock outstanding were: 15,156,600.

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 10-K of Tecogen Inc., or the Company, for the fiscal year ended December 31, 2013 filed on March 31, 2014, or the Original Filing, contains only the cover page, explanatory note, signature page and Exhibit 23.1. The purpose of this amendment on Form 10-K/A is to file Exhibit 23.1, which was inadvertently omitted from the Original Filing due to a technical error in uploading all of the Company's Form 10-K exhibits to the Securities and Exchange Commission website. Other than filing Exhibit 23.1, this amendment on Form 10-K/A does not modify or update the Original Filing in any way.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TECOGEN INC.

(Registrant)

By: /s/ John N. Hatsopoulos

Chief Executive Officer

(Principal Executive Officer)

By: /s/ Bonnie J. Brown

Chief Financial Officer, Treasurer and Secretary

(Principal Financial and Accounting Officer)

Dated: April 1, 2014