

GLOWPOINT, INC.
Form S-3
November 06, 2013

Registration No. 333-
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
GLOWPOINT, INC.

(Exact name of registrant as specified in its charter)
Delaware
(State or other jurisdiction of incorporation
or organization)

77-0312442
(I.R.S. Employer Identification Number)

1776 Lincoln Avenue, Suite 1300
Denver, CO 80203
(303) 640-93838
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

David Clark
Chief Financial Officer, Treasurer, and Secretary
Glowpoint, Inc.

1776 Lincoln Avenue, Suite 1300
Denver, CO 80203
(303) 640-3838
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Kristin L. Lentz, Esq.
Davis Graham & Stubbs LLP
1550 Seventeenth Street, Suite 500
Denver, CO 80202
(303) 892-9400

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

From time to time after the effectiveness of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please 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(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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, \$0.0001 par value	6,433,333	\$1.32	\$8,491,999.56	\$1,094

(1) In the event of a stock split, stock dividend or similar transaction involving our common stock, the number of shares registered shall automatically be adjusted to cover an indeterminable number of additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended.

(2) In accordance with Rule 457(c), the aggregate offering price of our common stock is estimated solely for calculating the registration fees due for this filing. For the initial filing of this registration statement, this estimate is based on the average of the high and low sales price of our common stock reported by NYSE MKT on November 5, 2013 which was \$1.32 per share.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT THAT SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. THE SELLING STOCKHOLDERS MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

Subject to completion: November 6, 2013

PROSPECTUS

Glowpoint, Inc.

6,433,333 Shares of Common Stock

The selling stockholders identified in this prospectus may, from time to time, following the expiration of the lock-up period on August 9, 2014, use this prospectus to sell in one or more offerings an aggregate of up to 6,433,333 shares of our common stock in the amounts and at the times determined solely by the selling stockholders.

The selling stockholders may sell the common stock at prices and on term determined by the market, in negotiated transactions, or through underwriters. We will not receive any proceeds from the sale of these shares by the selling stockholders. We have agreed to pay all expenses relating to registering the securities. The selling stockholders will pay any brokerage commissions or similar charges incurred for the sale of these shares.

Our common stock is traded on the NYSE MKT under the symbol "GLOW." On November 4, 2013, the last reported sale price of our common stock on the NYSE MKT was \$1.37.

Investing in our securities involves a high degree of risk. You should review carefully the risks and uncertainties described under the heading "Risk Factors" on page 1 and under similar headings in the other documents that are incorporated by reference into this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is November 6, 2013.

TABLE OF CONTENTS

Page	
ABOUT THIS PROSPECTUS	1
GLOWPOINT, INC	1
RISK FACTORS	2
CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS	2
USE OF PROCEEDS	3
SELLING STOCKHOLDERS	3
DESCRIPTION OF COMMON STOCK	4
LEGAL MATTERS	7
EXPERTS	7
WHERE YOU CAN FIND MORE INFORMATION	7

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (the “SEC”) utilizing a “shelf” registration process or continuous offering process. Under this shelf registration process, the selling stockholders may, from time to time, following the expiration of the lock-up period on August 9, 2014, sell the securities described in this prospectus in one or more offerings. This prospectus provides you with a description of the securities which may be offered by the selling stockholders. Each time a selling stockholder sells securities, the selling stockholder is required to provide you with this prospectus and, in certain cases, a prospectus supplement containing specific information about the selling stockholder and the terms of the securities being offered. That prospectus supplement may include additional risk factors or other special considerations applicable to those securities. Any prospectus supplement may also add, update, or change information in this prospectus. If there is any inconsistency between the information in this prospectus and any prospectus supplement, you should rely on the information in that prospectus supplement. You should read both this prospectus and any prospectus supplement together with additional information described under “Where You Can Find More Information.”

GLOWPOINT, INC.

Glowpoint, Inc. (“Glowpoint” or “we” or “us” or the “Company”) is a provider of cloud-based video collaboration services, network services, and business-class support services. We provide our customers with a tailored mix of these services to fit each customer’s needs. More than 1,000 different organizations in 96 countries use Glowpoint services to collaborate with colleagues, business partners, and customers more effectively.

Our video collaboration services include (i) Glowpoint Now™, a reservationless videoconferencing service that allows users to collaborate via video on-demand from virtually any device, including web browsers; (ii) managed videoconferencing, a high-touch, concierge-based managed service whereby Glowpoint sets up and manages customer videoconferences; and (iii) video meeting suites, which allow our customers to conduct meetings and events in over 4,000 video conference rooms across 1,300 cities without investing in video devices or infrastructure. Glowpoint fully manages the videoconferences held in these suites.

Our network services provide our customers with the flexibility to select specialized solutions or converge multi-service applications on a single network infrastructure to increase bandwidth efficiency and dynamic allocation. All of our network services are offered through our cloud-based platform in an effort to make it easier to manage and share real-time information, and spread job responsibilities and external resources while enabling stronger continuity of service and better planning for predictable peaks and valleys of the enterprise.

We also offer professional services, including video communication services for broadcast/media content acquisition and remote analyst contribution for live-to-air or live-to-tape production that enable studios to broadcast or stream their media with solutions for mobile, video, and live events. Broadcasters rely on our platform and service delivery to deliver breaking news information.

Glowpoint was formed by the merger of All Communications Corporation and View Tech, Inc. in May 2000, and acquired Affinity VideoNet, Inc., a provider of public video room rentals and managed services, on October 1, 2012.

Our

principal executive offices are located at 1776 Lincoln Avenue, Suite 1300, Denver, CO 80203, and our telephone number is (303) 640-3838. Our web site address is www.glowpoint.com.

RISK FACTORS

Investing in our securities involves a high degree of risk. You should carefully review the risks and uncertainties discussed or incorporated by reference in the applicable prospectus supplement, together with all the other information contained in an applicable prospectus supplement, this prospectus, or incorporated by reference, including the risk factors and other cautionary statements described under the heading "Risk Factors," including our most recent annual report on Form 10-K, any subsequent quarterly reports on Form 10-Q, or any current reports on Form 8-K we file after the date of this prospectus. The occurrence of any of these risks might cause you to lose all or part of your investment in the offered securities.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this prospectus are "forward-looking statements." These forward-looking statements include, but are not limited to, statements about the plans, objectives, expectations, and intentions of Glowpoint, and other statements contained in this prospectus that are not historical facts. Forward-looking statements in this prospectus or hereafter included in other publicly available documents filed with the SEC, reports to our stockholders, and other publicly available statements issued or released by us involve known and unknown risks, uncertainties, and other factors that could cause our actual results, performance (financial or operating), or achievements to differ from the future results, performance (financial or operating), or achievements expressed or implied by such forward-looking statements. Such future results are based upon management's best estimates based upon current conditions and the most recent results of operations. When used in this prospectus, the words "expect," "anticipate," "intend," "plan," "believe," "seek," "estimate," and similar expressions are generally intended to identify forward-looking statements because these forward-looking statements involve risks and uncertainties. There are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements, including, among other risks:

- the availability of and costs associated with raising additional capital to fund our operations;
- volatility in the price of our common stock;
- difficulty in funding our operations due to our history of substantial losses;
- the evolution of the market for video communication services;
- general economic conditions;
- our exposure to the credit and other counterparty risk of our customers;
- our ability to attract and retain key personnel;
- difficulty managing our growth;
- failure to obtain, maintain, or protect the rights to our intellectual property;
- failure of our network or the denial or limitation of access to the network of telecommunications carriers upon whom we rely;
- the highly competitive market in which we compete;
- limited market awareness of our managed video services;
- our ability to adequately respond to rapid changes in technology;
- accounting and other control costs;
- loss of key customers; and
- failure to properly manage the distribution of our services.

Please also see the discussion of risks and uncertainties under the heading “Risk Factors” above.

In light of these assumptions, risks, and uncertainties, the results and events discussed in the forward-looking statements contained in this prospectus or in any document incorporated by reference might not occur. Investors are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this prospectus or the date of the document incorporated by reference in this prospectus. We are not under any obligation, and we expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events, or otherwise.

USE OF PROCEEDS

The proceeds from the sale of common stock that may be offered pursuant to this prospectus will be received directly by the selling stockholders, and we will receive no proceeds from the sale of this common stock. See “Selling Stockholders” for a list of the persons receiving proceeds from the sale of the common stock covered by this prospectus.

SELLING STOCKHOLDERS

On August 9, 2013, we issued 6,333,333 shares of the Company’s common stock to GP Investment Holdings, LLC (“GPI”) in exchange for the conversion of 95 shares of the Company’s Series B-1 preferred stock that GPI had purchased on the same date from Vicis Capital Master Fund in a private transaction. Pursuant to a registration rights agreement between us and GPI, we agreed to use our best efforts to file a registration statement covering 6,333,333 shares of common stock with the SEC no later than ninety (90) days after August 9, 2013. Pursuant to the registration rights agreement, GPI has agreed not to sell any shares of common stock held by it for a period of one year after August 9, 2013, subject to some customary exceptions. The registration statement containing this prospectus will satisfy our obligations pursuant to the registration rights agreement.

On March 31, 2013, we issued 100,000 shares of the Company’s common stock to Escalate Capital Partners SBIC I, L.P. (“Escalate”) in connection with the senior secured loan made by Escalate to the Company. Pursuant to the terms of a stock purchase and registration rights agreement dated March 28, 2013 between the Company and Escalate, we agreed to provide Escalate with the option to include the shares held by Escalate in any registration statement filed by the Company after the date thereof. Escalate has requested that the Company include these shares in the registration statement containing this prospectus, and accordingly, the registration statement containing this prospectus will satisfy our obligations pursuant to the stock purchase and registration rights agreement.

The following table sets forth the name of the selling stockholders, their current beneficial ownership of our securities, the number of shares offered for each selling stockholder’s account, and the amount and percentage of its beneficial ownership after this offering. The selling stockholders may from time to time offer and sell any or all of the shares pursuant to this prospectus. Because the selling stockholders are not obligated to sell the shares, we cannot estimate how many shares they will hold upon consummation of any such sales. “Beneficial ownership” here means direct or indirect voting or investment power over outstanding stock and stock which a person currently has the right to acquire or has the right to acquire within 60 days after the date of this prospectus. The information in the table is from the selling stockholders, reports furnished to us under rules of the SEC, and our stock ownership records as of the date of this prospectus. Information concerning the selling stockholders may change from time to time, and any changed information will be set forth in supplements to this prospectus to the extent required.

Name of Selling Stockholder	Beneficial Ownership Prior to Offering		Number of Shares Being Offered	Beneficial Ownership After Offering ⁽³⁾	
	Number	Percent		Number	Percent
GP Investment Holdings, LLC	15,276,138 ^{(1) (2)}	44% ⁽⁴⁾	6,333,333	8,942,805	26% ⁽⁴⁾
Escalate Capital Partners SBIC I, L.P.	395,000 ⁽¹⁾	1% ⁽⁴⁾	395,000	295,000	1% ⁽⁴⁾

(1) Based on information provided to us by the selling stockholders.

Includes (a) 8,942,805 shares of common stock that were purchased from Vicis Capital Master Fund on August 9, 2013 in a private transaction, and (b) 6,333,333 shares of the Company’s common stock that GPI acquired from the Company on August 9, 2013 in exchange for the conversion of 95 shares of the Company’s Series B-1 preferred stock that GPI also purchased in such transaction.

(3) Assuming that all shares that may be sold in the offering are sold.

(4) Calculated based on 34,949,716 shares of common stock issued and outstanding as of November 4, 2013.

-3-

DESCRIPTION OF COMMON STOCK

The following summary of the material features of our common stock is based on the applicable provisions of the General Corporation Law of the State of Delaware, or DGCL, and on the provisions of our certificate of incorporation, as amended, and our bylaws, as amended, and is qualified entirely by reference to the applicable provisions of the DGCL, our certificate of incorporation, and our bylaws. For information on how to obtain copies of such documents, please refer to the heading “Where You Can Find More Information” in this prospectus.

General

The holders of our common stock are entitled to one vote per share on all matters to be voted upon by the stockholders. There are no cumulative voting rights, so the holders of a majority of the outstanding shares have the ability to elect all of the directors. Subject to preferences that may be applicable to any outstanding preferred stock, the holders of common stock are entitled to receive ratably any dividends that may be declared from time to time by our board of directors out of funds legally available for that purpose. In the event of our liquidation, dissolution, or winding up, the holders of common stock are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock then outstanding. The common stock has no preemptive or conversion rights or other subscription rights. There are no redemption or sinking fund provisions applicable to the common stock. All outstanding shares of common stock are fully paid and non-assessable, and shares of common stock to be issued upon the closing of this offering will be fully paid and nonassessable.

As of November 4, 2013, of the 150,000,000 shares of common stock currently authorized, there are approximately 34,949,716 shares of common stock issued and outstanding and approximately an additional 2,089,041 shares reserved for issuance in connection with (i) options outstanding to acquire approximately 1,924,067 shares of common stock, which include (but are not limited to) options issued under our 2000 Stock Incentive Plan and our 2007 Stock Incentive Plan (collectively, the “Option Plans”), (ii) warrants outstanding to acquire approximately 33,000 shares of common stock and (iii) approximately 131,974 shares of common stock issuable upon conversion of our outstanding Series A-2 Preferred Stock.

Certain Anti-takeover Matters

Provisions of our certificate of incorporation and bylaws could make the acquisition of our company through a tender offer, a proxy contest or other means more difficult and could make the removal of incumbent officers and directors more difficult. We expect these provisions to discourage coercive takeover practices and inadequate takeover bids and to encourage persons seeking to acquire control of our company to first negotiate with our board of directors. We believe that the benefits provided by our ability to negotiate with the proponent of an unfriendly or unsolicited proposal outweigh the disadvantages of discouraging these proposals. We believe the negotiation of an unfriendly or unsolicited proposal could result in an improvement of its terms.

Our certificate of incorporation authorizes the issuance of up to 5,000,000 shares of preferred stock, par value \$0.0001 per share. Our board of directors has the authority, without the further approval of the stockholders, to issue and determine the rights and preference of any series of preferred stock. Our board of directors could issue one or more series of preferred stock with voting, conversion, dividend, liquidation, or other rights that would adversely affect the voting power and ownership interest of holders of common stock. This authority may have the effect of deterring hostile takeovers, delaying or preventing change in control, and discouraging bids for our common stock at a premium over market price.

Our bylaws establish an advance notice procedure for stockholder proposals to be brought before an annual meeting of our stockholders, including proposed nominations of persons for election to our board of directors. At an annual meeting, stockholders may only consider proposals or nominations specified in the notice of meeting or brought before the meeting by or at the direction of our board of directors. Stockholders may also consider a proposal or nomination by a person who was a stockholder of record on the record date for the meeting, who is entitled to vote at the meeting, and who has given to our corporate secretary timely written notice, in proper form, of his or her intention to bring that business before the meeting. The bylaws do not give our board of directors the power to approve or disapprove stockholder nominations of candidates or proposals regarding other business to be conducted at a special or annual meeting of the stockholders. However, our bylaws may have the effect of precluding the conduct of business at a meeting if the proper procedures are not followed. These provisions may also discourage or deter a potential

acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of our company.

Under Delaware law, a special meeting of stockholders may be called by the board of directors or by any other person authorized to do so in the certificate of incorporation or the bylaws. Our bylaws authorize the chairman of our board of directors or a majority of our board of directors to call a special meeting of stockholders. However, our certificate of incorporation does

-4-

not prohibit our stockholders to act by written consent. As a result, any action to be effected by our stockholders may be effected at a duly called annual or special meeting of the stockholders.

Anti-takeover Effects of Delaware Law Provisions

Section 203 of the Delaware General Corporation Law contains provisions that may make the acquisition of control of us by means of a tender offer, open market purchase, proxy fight, or otherwise more difficult. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a “business combination” with an “interested stockholder” for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. Section 203 defines a “business combination” as a merger, asset sale, or other transaction resulting in a financial benefit to the interested stockholder. Section 203 defines an “interested stockholder” as a person who, together with affiliates and associates, owns, or, in some cases, within three years prior, did own, 15% or more of the corporation’s voting stock. Under Section 203, a business combination between us and an interested stockholder is prohibited unless:

our board of directors approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder prior to the date the person attained the status;

- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of our voting stock outstanding at the time the transaction commenced, excluding, for purposes of determining the number of shares outstanding, shares owned by persons who are directors and also officers and issued employee stock plans, under which employee participants do not have the right to determine confidentially whether shares held under the plan will be tendered in a tender or exchange offer; or

the business combination is approved by our board of directors on or subsequent to the date the person became an interested stockholder and authorized at an annual or special meeting of the stockholders by the affirmative vote of the holders of at least 66 % of the outstanding voting stock that is not owned by the interested stockholder.

Transfer Agent and Registrar

The transfer agent and registrar for the common stock is American Stock Transfer & Trust Company, New York, New York.

Trading

Our common stock is traded on the NYSE MKT under the symbol “GLOW.”

PLAN OF DISTRIBUTION

We are registering the common stock covered by this prospectus to permit the selling stockholders to conduct public secondary trading of such common stock from time to time after the date of this prospectus. We will not receive any of the proceeds of the sale of the common stock offered by this prospectus. The aggregate proceeds to the selling stockholders from the sale of the common stock will be the purchase price of the common stock less any discounts and commissions. A selling stockholder reserves the right to accept and, together with its agents, to reject, any proposed purchases of common stock to be made directly or through agents.

The common stock offered by this prospectus may be sold or otherwise distributed from time to time:

- directly by the selling stockholders and their successors, which include their donees, pledgees or transferees, or their successors-in-interest, or

- through underwriters, broker-dealers, or agents, who may receive compensation in the form of discounts, commissions or agent’s commissions from the selling stockholders or the purchasers of the common stock (these discounts, concessions or commissions may be in excess of those customary in the types of transactions involved).

The selling stockholders and any underwriters, broker-dealers, or agents who participate in the sale or distribution of the common stock may be deemed to be “underwriters” within the meaning of the Securities Act. The selling stockholders from time to time identified as or affiliated with registered broker-dealers participating in the sale or distribution of the common stock from time to time are deemed to be underwriters with respect to securities sold by them pursuant to this prospectus. As a result, any profits on the sale of the securities by such selling stockholders and any discounts, commissions, or agent’s commissions or concessions received by any such broker-dealer or agents may be deemed to be underwriting discounts and commissions under the Securities Act. Selling stockholders who are deemed to be “underwriters” within the meaning of Section 2(11) of the Securities Act will be subject to prospectus delivery requirements of the Securities Act. Underwriters are subject to certain statutory liabilities, including, but not limited to, Sections 11, 12, and 17 of the Securities Act.

The common stock may be sold in one or more transactions at:

- fixed prices;
- prevailing market prices at the time of sale;
- prices related to such prevailing market prices;
- varying prices determined at the time of sale; or
- otherwise negotiated prices or without cash consideration.

These sales may be effected in one or more transactions:

- on any national securities exchange or quotation on which the common stock may be listed or quoted at the time of the sale;
- in the over-the-counter market;
- in transactions other than on such exchanges or services or in the over-the-counter market;
- through the writing of options, whether such options are listed on an options exchange or otherwise;
- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- sales “at the market” to or through a market maker or into an existing trading market, on an exchange or otherwise, for the shares;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- through the settlement of short sales;
- broker-dealers may agree with the selling stockholders to sell a specified number of shares at a stipulated price per share;
- through dividends or other distributions made by selling stockholders to their respective partners, members, or stockholders;
- through any combination of the foregoing; or
- any other method permitted pursuant to applicable law.

These transactions may include block transactions or crosses. Crosses are transactions in which the same broker acts as an agent on both sides of the trade.

In connection with the sales of the common stock, the selling stockholders may enter into hedging transactions with broker-dealers or other financial institutions which in turn may:

- engage in short sales of the common stock in the course of hedging their positions;
- sell the common stock short and deliver the common stock to close out short positions;
- loan or pledge the common stock to broker-dealers or other financial institutions that in turn may sell the common stock;
- enter into option or other transactions with broker-dealers or other financial institutions that require the delivery to the broker-dealer or other financial institution of the common stock, which the broker-dealer or other financial institution may resell under the prospectus; or
- enter into transactions in which a broker-dealer makes purchases as a principal for resale for its own account or through other types of transactions.

The common stock may be offered to the public either through underwriting syndicates represented by one or more managing underwriters or directly by one or more of such firms. The obligations of underwriters or dealers to purchase the common stock offered will be subject to certain conditions precedent and the terms of any agreement entered into with the underwriters. Any public offering price and any discount or concession allowed or reallocated or paid by underwriters or dealers to other dealers may be changed from time to time.

To our knowledge, there are currently no plans, arrangements, or understandings between any selling stockholders and any underwriter, broker-dealer, or agent regarding the sale of the common stock by the selling stockholders.

Our common stock is currently listed on the NYSE MKT under the symbol "GLOW."

There can be no assurance that any selling stockholders will sell any or all of the common stock under this prospectus.

Further, we cannot determine whether any such selling stockholders will transfer, devise, or gift the common stock by other means not described in this prospectus. In addition, any common stock covered by this prospectus that qualify for sale under Rule 144 of the Securities Act may be sold under Rule 144 rather than under this prospectus. The common stock covered by this prospectus may also be sold to non-U.S. persons outside the U.S. in accordance with Regulation S under the Securities Act rather than under this prospectus. The common stock may be sold in some states only through registered or licensed brokers or dealers. In addition, in some states the common stock may not be sold unless it has been registered or qualified for sale or an exemption from registration or qualification is available and complied with.

LEGAL MATTERS

The validity of the issuance of the common stock covered by this prospectus has been passed upon for us by Davis Graham & Stubbs LLP.

EXPERTS

The consolidated balance sheets of Glowpoint, Inc. as of December 31, 2012 and 2011 and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2012 have been audited by EisnerAmper LLP, independent registered public accounting firm, as stated in their report which is incorporated by reference herein in reliance on the report of such firm given upon their authority as experts in accounting and auditing.

The financial statements of Affinity VideoNet, Inc. as of December 31, 2011 and for the year then ended has been incorporated in this prospectus by reference from the Company's Current Report on Form 8-K/A filed on December 17, 2012, have been audited by Anton Collins Mitchell LLP, independent auditors, as stated in their report incorporated by reference, and is incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly, and current reports, proxy statements, and other information with the SEC. You may read and copy any reports, statements, or other information that we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at (800) SEC-0330 for further information on the Public Reference Room. Our SEC filings are also available to the public from commercial document retrieval services and on the website maintained by the SEC at <http://www.sec.gov>. Reports, proxy statements, and other information concerning us also may be inspected at the offices of the Financial Industry Regulatory Authority, Inc., Listing Section, 1735 K Street, Washington, D.C. 20006. You may also obtain free copies of the documents that we file with the SEC by going to the Investors section of our website, www.glowpoint.com. The information provided on our website is not part of this prospectus, and therefore is not incorporated by reference.

We have filed with the SEC a registration statement on Form S-3 relating to the securities covered by this prospectus. This prospectus is a part of the registration statement and does not contain all the information in the registration statement. Whenever a reference is made in this prospectus to a contract or other document, the reference is only a summary, and you should refer to the exhibits that are a part of the registration statement for a copy of the contract or other document. You may review a copy of the registration statement at the SEC's Public Reference Room in Washington, D.C., as well as through the SEC's website.

The SEC allows us to "incorporate by reference" the information we file with it, which means that we can disclose important information to you by referring you to another document that we have filed separately with the SEC. You should read the information incorporated by reference because it is an important part of this prospectus. Any information incorporated by reference into this prospectus is considered to be part of this prospectus from the date we file that document. We incorporate by reference the following information or documents that we have filed with the SEC (Commission File No. 0-25940) which shall not include, in each case, documents, or information deemed to have been furnished and not filed in accordance with SEC rules:

- Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the SEC on April 1, 2013, as amended by our Annual Report on Form 10-K/A filed with the SEC on April 4, 2013;
- Quarterly Report on Form 10-Q for the period ended March 31, 2013, filed with the SEC on May 9, 2013;
- Quarterly Report on Form 10-Q for the period ended June 30, 2013, filed with the SEC on August 8, 2013;
- Quarterly Report on Form 10-Q for the period ended September 30, 2013, filed with the SEC on November 6, 2013;
- Current report on Form 8-K filed with the SEC on January 17, 2013;
- Current report on Form 8-K filed with the SEC on March 28, 2013;
- Current report on Form 8-K filed with the SEC on April 3, 2013;
- Current report on Form 8-K filed with the SEC on June 17, 2013, as amended by our report on Form 8-K/A filed on Form 8-K/A filed with the SEC on September 4, 2013;
- Current report on Form 8-K filed with the SEC on August 13, 2013;
- Current report on Form 8-K filed with the SEC on September 13, 2013;
- Current report on Form 8-K filed with the SEC on October 23, 2013.

Any information in any of the foregoing documents will automatically be deemed to be modified or superseded to the extent that information in this prospectus or in a later filed document or other report that is incorporated or deemed to be incorporated herein by reference modifies or replaces such information.

We also incorporate by reference any future filings (other than current reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits filed on such form that are related to such items) made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of the initial registration statement and prior to effectiveness of the registration statement, and subsequent to effectiveness of the registration statement and prior to such time as we file a post-effective amendment that indicates the termination of the offering of the securities made by this prospectus. Information in such future filings updates and supplements the information provided in this prospectus. These documents include proxy statements

and periodic reports, such as annual reports on Form 10-K, quarterly reports on Form 10-Q, and, to the extent they are considered filed and except as described above, current reports on Form 8-K. Any statements in any such future filings will automatically be deemed to modify and supersede any information in any document we previously filed with the SEC that is incorporated or deemed to be incorporated herein by reference to the extent that statements in the later filed document modify or replace such earlier statements.

We will provide to each person, including any beneficial owner, to whom a prospectus is delivered, without charge upon written or oral request, a copy of any or all of the documents that are incorporated by reference into this prospectus but not delivered with the prospectus, including exhibits that are specifically incorporated by reference into such documents. If you would like to request documents from us, please send a request in writing or by telephone to us at the following address:

Glowpoint, Inc.

Attention: Corporate Secretary

1776 Lincoln Avenue, Suite 1300

Denver, CO 80203

(866) 456-9764

Information on Our Website

Information on any Glowpoint website, any subsection, page, or other subdivision of any Glowpoint website, or any website linked to by content on any Glowpoint website, is not part of this prospectus, and you should not rely on that information unless that information is also in this prospectus or incorporated by reference in this prospectus.

PROSPECTUS

6,433,333 Shares of Common Stock
November 6, 2013

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The following table sets forth the expenses in connection with this registration statement. We will pay all expenses of the offering. All of such expenses are estimates, other than the filing fees payable to the SEC.

SEC Filing Fee	\$	1,094			
Printing Fees and Expenses		5,000			
Legal Fees and Expenses		10,000			
		(302,315)	(1,292,896)	(934,306)	
Other income (expense)					
Interest and other income	2,770		685	5,661	9,788
Interest expense	(44,053)		(30,351)	(86,434)	(60,410)
Total other expense, net	(41,283)		(29,666)	(80,773)	(50,622)
Loss before income taxes	(427,313)		(331,981)	(1,373,669)	(984,928)
Consolidated net loss	(427,313)		(331,981)	(1,373,669)	(984,928)
Less: (Income) loss attributable to the noncontrolling interest	11,774		(30,858)	64,962	4,625
Net loss attributable to Tecogen Inc.	\$(415,539)		\$(362,839)	\$(1,308,707)	\$(980,303)
Net loss per share - basic and diluted	\$(0.02)		\$(0.02)	\$(0.07)	\$(0.06)
Weighted average shares outstanding - basic and diluted	19,088,828		16,338,909	18,783,909	16,282,027

The accompanying notes are an integral part of these consolidated financial statements.

TECOGEN INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the six months ended June 30, 2016 and 2015

(unaudited)

	June 30, 2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES:		
Consolidated net loss	\$(1,373,669)	\$(984,928)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	131,941	138,828
Provision (recover) for inventory reserve	(40,000)	23,000
Stock-based compensation	88,177	51,497
Non-cash interest expense	23,050	24,899
Loss (gain) on sale of assets	640	(5,073)
Changes in operating assets and liabilities (Increase) decrease in:		
Short term investments	294,802	291,047
Accounts receivable	(954,191)	237,989
Unbilled revenue	(141,827)	(896,001)
Inventory, net	782,728	280,480
Due from related party	785,818	(372,570)
Prepaid expenses and other current assets	(134,033)	(160,964)
Other non-current assets	—	(5,100)
Increase (decrease) in:		
Accounts payable	(693,524)	915,942
Accrued expenses	(30,078)	331,447
Deferred revenue	(165,186)	(712,759)
Net cash used in operating activities	(1,425,352)	(842,266)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(100,925)	(12,935)
Proceeds from sale of assets	—	16,874
Purchases of intangible assets	(50,970)	(95,086)
Net cash used in investing activities	(151,895)	(91,147)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds (payments) on demand notes payable and line of credit to related party	150,000	—
Payment of stock issuance costs	(8,544)	—
Proceeds from sale of restricted common stock, net	—	996,874
Proceeds from the exercise of stock options	18,925	360,225
Net cash provided by financing activities	160,381	1,357,099
Net increase (decrease) in cash and cash equivalents	(1,416,866)	423,686
Cash and cash equivalents, beginning of the period	5,486,526	1,186,033
Cash and cash equivalents, end of the period	\$4,069,660	\$1,609,719
Supplemental disclosures of cash flows information:		
Cash paid for interest	\$72,199	\$60,410
Stock exchange for non-controlling interest in Ilios	330,852	—

The accompanying notes are an integral part of these consolidated financial statements.

TECOGEN INC.

Notes to Interim Unaudited Condensed Consolidated Financial Statements for the three and six months ended June 30, 2016 and 2015

Note 1 – Description of business and summary of significant accounting policies

Description of business

Tecogen Inc., or the Company, was organized as a Delaware Corporation on November 15, 2000, and acquired the assets and liabilities of the Tecogen Products division of Thermo Power Corporation. The Company produces commercial and industrial, natural-gas-fueled engine-driven, combined heat and power (CHP) products that reduce energy costs, decrease greenhouse gas emissions and alleviate congestion on the national power grid. The Company's products supply electric power or mechanical power for cooling, while heat from the engine is recovered and purposefully used at a facility. The majority of the Company's customers are located in regions with the highest utility rates, typically California, the Midwest and the Northeast. The Company's common stock is listed on the NASDAQ under the ticker symbol TGEN.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions for Form 10-Q and therefore do not include all information and notes necessary for a complete presentation of our financial position, results of operations and cash flows, in conformity with generally accepted accounting principles. We filed audited financial statements which included all information and notes necessary for such presentation for the two years ended December 31, 2015 in conjunction with our 2015 Annual Report on Form 10-K, or our Annual Report, filed with the Securities and Exchange Commission, or SEC, on March 30, 2016. This form 10-Q should be read in conjunction with our Annual Report.

The accompanying unaudited condensed consolidated balance sheets, statements of operations and statements of cash flows reflect all adjustments (consisting only of normal recurring items) which are, in the opinion of management, necessary for a fair presentation of financial position at June 30, 2016, and of operations and cash flows for the interim periods ended June 30, 2016 and 2015. The results of operations for the interim periods ended June 30, 2016 are not necessarily indicative of the results to be expected for the year.

The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiary Ilios Inc. or Ilios, whose business focus is on advanced heating systems for commercial and industrial applications. In May 2016, the Company completed an exchange of common stock with the shareholders of Ilios and effected a statutory merger. Ilios is no longer a separate subsidiary (see Note 4).

The Company's operations are comprised of one business segment. Our business is to manufacture and support highly efficient CHP products based on engines fueled by natural gas.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price is fixed or determinable and collectability is reasonably assured. Generally, sales of cogeneration and chiller units and parts are recognized when shipped and services are recognized over the term of the service period. Payments received in advance of services being performed or as a deposit on equipment are recorded as deferred revenue.

The Company recognizes revenue in certain circumstances before delivery has occurred (commonly referred to as bill and hold transactions). In such circumstances, among other things, risk of ownership has passed to the buyer, the buyer has made a written fixed commitment to purchase the finished goods, the buyer has requested the finished goods be held for future delivery as scheduled and designated by them, and no additional performance obligations exist by the Company. For these transactions, the finished goods are segregated from inventory and normal billing and

credit terms are granted. For the three months ended June 30, 2016, revenues of \$2,186,698 were recorded as bill and hold transactions. For the same period in 2015, no revenues were recorded as bill and hold transactions. For those arrangements that include multiple deliverables, the Company first determines whether each service or deliverable meets the separation criteria of FASB ASC 605-25, Revenue Recognition—Multiple-Element Arrangements. In general, a deliverable (or a group of deliverables) meets the separation criteria if the deliverable has stand-alone value to the customer and if the arrangement includes a general right of return related to the delivered item and delivery or performance of the undelivered item(s) is considered probable and substantially in control of the Company. Each deliverable that meets the separation criteria is considered a separate “unit of accounting”. The Company allocates the total arrangement consideration to each unit of accounting

TECOGEN INC.

Notes to Interim Unaudited Condensed Consolidated Financial Statements for the three and six months ended June 30, 2016 and 2015

using the relative fair value method. The amount of arrangement consideration that is allocated to a delivered unit of accounting is limited to the amount that is not contingent upon the delivery of another unit of accounting.

When vendor-specific objective evidence or third-party evidence is not available, adopting the relative fair value method of allocation permits the Company to recognize revenue on specific elements as completed based on the estimated selling price. The Company generally uses internal pricing lists that determine sales prices to external customers in determining its best estimate of the selling price of the various deliverables in multiple-element arrangements. Changes in judgments made in estimating the selling price of the various deliverables could significantly affect the timing or amount of revenue recognition. The Company enters into sales arrangements with customers to sell its cogeneration and chiller units and related service contracts and occasionally installation services. Based on the fact that the Company sells each deliverable to other customers on a stand-alone basis, the Company has determined that each deliverable has a stand-alone value. Additionally, there are no rights of return relative to the delivered items; therefore, each deliverable is considered a separate unit of accounting.

After the arrangement consideration has been allocated to each unit of accounting, the Company applies the appropriate revenue recognition method for each unit of accounting based on the nature of the arrangement and the services included in each unit of accounting. Cogeneration and chiller units are recognized when shipped and services are recognized over the term of the applicable agreement, or as provided when on a time and materials basis.

In some cases, our customers may choose to have the Company engineer and install the system for them rather than simply purchase the cogeneration and/or chiller units. In this case, the Company accounts for revenue, or turnkey revenue, and costs using the percentage-of-completion method of accounting. Under the percentage-of-completion method of accounting, revenues are recognized by applying percentages of completion to the total estimated revenues for the respective contracts. Costs are recognized as incurred. The percentages of completion are determined by relating the actual cost of work performed to date to the current estimated total cost at completion of the respective contracts. When the estimate on a contract indicates a loss, the Company's policy is to record the entire expected loss, regardless of the percentage of completion. During the three months ended June 30, 2016, a recovery of approximately \$89,000 from a loss recorded in the three month period ended March 31, 2015 of approximately \$155,000, and \$0 in the same period in 2015. During the six months ended June 30, 2016 and 2015, a loss of approximately \$66,000 and \$0 was recorded, respectively. The loss recorded for six months ending June 30, 2016 was reduced due to a change in project scope. The excess of contract costs and profit recognized to date on the percentage-of-completion accounting method in excess of billings is recorded as unbilled revenue. Billings in excess of related costs and estimated profit is recorded as deferred revenue.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. An allowance for doubtful accounts is provided for those accounts receivable considered to be uncollectible based upon historical experience and management's evaluation of outstanding accounts receivable at the end of the year. Bad debts are written off against the allowance when identified. At June 30, 2016 and December 31, 2015 the allowance for doubtful accounts was approximately \$44,000 and \$50,000, respectively.

Inventory

Raw materials, work in process, and finished goods inventories are stated at the lower of cost, as determined by the average cost method, or net realizable value. The Company periodically reviews inventory quantities on hand for excess and/or obsolete inventory based primarily on historical usage, as well as based on estimated forecast of product demand. Any reserves that result from this review are charged to cost of sales. At June 30, 2016 and December 31, 2015, inventory reserves were \$253,000 and \$293,000, respectively.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Depreciation is provided using the straight-line method over the estimated useful lives of the asset, which range from three to fifteen years. Leasehold improvements are amortized using the straight-line method over the lesser of the estimated useful lives of the assets or the term of the related

leases. Expenditures for maintenance and repairs are expensed currently, while renewals and betterments that materially extend the life of an asset are capitalized. For the three and six months ended June 30, 2016 and 2015, depreciation expense was \$39,543 and \$43,956, and \$83,171 and \$87,409, respectively.

Intangible Assets

Intangible assets are amortized on a straight-line basis over the estimated economic life of the intangible asset. The Company reviews intangible assets for impairment when the circumstances warrant.

TECOGEN INC.

Notes to Interim Unaudited Condensed Consolidated Financial Statements for the three and six months ended June 30, 2016 and 2015

Goodwill

The Company tests its recorded goodwill for impairment in the fourth quarter, or more often if indicators of potential impairment exist, by determining if the carrying value of the Company's single reporting unit exceeds its estimated fair value. During the first six months of 2016, the Company determined that no interim impairment test was necessary.

Stock-Based Compensation

Stock-based compensation cost is measured at the grant date based on the estimated fair value of the award and is recognized as an expense in the consolidated statements of operations over the requisite service period. The fair value of stock options granted is estimated using the Black-Scholes option pricing valuation model. The Company recognizes compensation on a straight-line basis for each separately vesting portion of the option award. The determination of the fair value of share-based payment awards is affected by the Company's stock price. The Company uses the simplified method for awards of stock-based compensation since it does not have the necessary historical exercise and forfeiture data to determine an expected life for stock options. (see Note 5)

Revenues by Product

The following table summarizes net revenue by product line and services for the three months ended June 30, 2016 and 2015 and six months ended June 30, 2016 and 2015:

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Products				
Cogeneration	\$1,270,499	\$2,526,812	\$2,688,471	\$5,098,740
Chiller & Heat Pump	1,138,361	818,759	1,986,537	1,784,706
Total Product Revenue	2,408,860	3,345,571	4,675,008	6,883,446
Services				
Service contracts	2,082,644	2,035,041	4,270,966	3,907,407
Installations	1,195,804	1,003,219	1,816,849	1,696,412
Total Service Revenue	3,278,448	3,038,260	6,087,815	5,603,819
Total Revenue	\$5,687,308	\$6,383,831	\$10,762,823	\$12,487,265

Reclassification

Certain prior period balances have been reclassified to conform with current period presentation. The interest expense includes the amortization of the deferred financing costs, and this has been adjusted in the comparable periods. The balance of deferred financing cost on the balance sheet under ASU 2015-03 is netted with the associated debt and is retrospectively shown for prior period balances.

Note 2 – Loss per common share

All shares issuable for both periods were anti-dilutive because of the reported net loss. Basic and diluted loss per share for the three months ended June 30, 2016 and 2015, and six months ended June 30, 2016 and 2015, respectively, were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Net loss attributable to stockholders	\$(415,539)	\$(362,839)	\$(1,308,707)	\$(980,303)
Weighted average shares outstanding - Basic and diluted	19,088,828	16,338,909	18,783,909	16,282,027
Basic and diluted loss per share	\$(0.02)	\$(0.02)	\$(0.07)	\$(0.06)
Anti-dilutive shares underlying stock options outstanding	1,196,776	1,186,325	1,196,776	1,186,325
Anti-dilutive convertible debentures	889,830	555,556	889,830	555,556
Anti-dilutive warrants outstanding	1,150,000	—	1,150,000	—

TECOGEN INC.

Notes to Interim Unaudited Condensed Consolidated Financial Statements for the three and six months ended June 30, 2016 and 2015

Note 3 – Demand notes payable, convertible debentures and line of credit agreement to related parties

On December 23, 2013, the Company entered into a Senior Convertible Promissory Note or the Note, with Michaelson Capital Special Finance Fund LP or Michaelson, for the principal amount of \$3,000,000 with interest at 4% per annum for a term of three years. In the event of default such interest rate shall accrue at 8% after the occurrence of the event of default and during continuance plus 2% after the occurrence and during the continuance of any other event of default. The Note is a senior unsecured obligation which pays interest only on a monthly basis in arrears at a rate of 4% per annum, unless earlier converted in accordance with the terms of the agreement prior to such date. Effective April 1, 2016, the Note was amended increasing the principal amount by \$150,000 for a total of \$3,150,000 and extending the maturity date. The principal amount, if not converted, is now due on the fifth anniversary of the Note, December 28, 2018. The Note is senior in right of payment to any unsecured indebtedness that is expressly subordinated in right of payment to the Note.

The principal balance of the Note, together with any unpaid interest, is convertible into shares of the Company's common stock at 282.49 shares of the Company's common stock per \$1,000 principal amount of Note (equivalent to a conversion price of \$3.54 per share) at the option of Michaelson. If at any time the common stock of the Company is (1) trading on a national securities exchange, (2) qualifies for unrestricted resale under federal securities laws and (3) the arithmetic average of the volume weighted average price of the Common Stock for twenty consecutive trading days preceding the Company's notice of mandatory conversion exceeds \$150,000, the Company shall have the right to require conversion of all of the then outstanding principal balance together with unpaid interest of this Note into the Company's common stock based on the conversion price of \$3.54 per share. The Company may prepay all of the outstanding principal and interest due and payable under this Note in full, at any time prior to the maturity date for an amount equal to 120% of the then outstanding principal and interest due and payable as of the date of such prepayment.

Upon change of control, as defined by the Note, at Michaelson's option, the obligations may be assumed, on the terms and conditions in this Note, through an assignment and assumption agreement, or the Company may prepay all of the then outstanding principal and unpaid interest under this Note in full at the optional 120% prepayment amount. This provision creates an embedded derivative in accordance with FASB ASC 815, Derivatives and Hedging. As such it is required to be bifurcated and accounted for separately from the Note. However, the Company has determined that the fair value of the embedded derivative is immaterial to the consolidated financial statements. Debt issuance costs are netted against the principal balance of the debt.

As per an amendment to the Note dated April 1, 2016, the conversion price was increased from \$3.37 to \$3.54 and the number of shares issuable upon conversion decreased from 890,207 at December 31, 2015 to 889,830 at April 1, 2016. The Company has determined that changes resulting from this modification were immaterial to the consolidated financial statements.

On June 15, 2015, the Company entered into a Non-Revolving Line of Credit Agreement, or the Agreement, with John N. Hatsopoulos, the Company's Co-Chief Executive Officer and a Company Director. Under the terms of the Agreement, Mr. Hatsopoulos has agreed to lend the Company up to an aggregate of \$2,000,000, with a withdrawal limit of \$250,000 per financial calendar quarter, at the written request of the Company. Any amounts borrowed by the Company pursuant to the Agreement will bear interest at 6% per year. Interest is due and payable quarterly in arrears. The term of the Agreement is from July 1, 2015 to July 1, 2017. Repayment of the principal amount borrowed pursuant to the Agreement will be due on July 1, 2017, or the Maturity Date. Prepayment of any amounts due under the Agreement may be made at any time without penalty. The Agreement terminates on the Maturity Date. The Company has not yet borrowed any amounts pursuant to the Agreement.

Note 4 - Stockholders' Equity and Ilios subsidiary

Beginning on April 11, 2016 through its conclusion on May 3, 2016, the Company entered into numerous private placement share exchange agreements ("Share Exchange Agreements") with shareholders of Ilios ("Exchanging Shareholders"), a majority owned subsidiary of the Company. Pursuant to the Share Exchange Agreements, the

Exchanging Shareholders agreed to exchange every 7.86 of their restricted Ilios shares of common stock for 1 share of the Company's restricted common stock. In addition, the Company granted each Exchanging Shareholder registration rights of the Company's common stock they received in exchange for their Ilios shares. The Company issued a total of 670,464 shares of its common stock in exchange for Ilios shares of common stock. Pursuant to the Registration Rights Agreement, the Company filed a registration statement covering the resale of the shares.

Upon execution of the exchange agreements for 100% of the shares of Ilios, the Company no longer had a non-controlling interest in its subsidiary.. On April 30, 2016, Ilios was merged into the Company, and accounting for the noncontrolling interest in the subsidiary ended.

TECOGEN INC.

Notes to Interim Unaudited Condensed Consolidated Financial Statements for the three and six months ended June 30, 2016 and 2015

Note 5 - Stock-based compensation

Stock-Based Compensation

In 2006, the Company adopted the 2006 Stock Option and Incentive Plan or the Plan, under which the Board of Directors may grant incentive or non-qualified stock options and stock grants to key employees, directors, advisors and consultants of the Company. The Plan was amended at various dates by the Board of Directors to increase the reserved shares of common stock issuable under the Plan to 3,838,750 as of June 30, 2016, or the Amended Plan. Stock options vest based upon the terms within the individual option grants, with an acceleration of the unvested portion of such options upon a change in control event, as defined in the Amended Plan. The options are not transferable except by will or domestic relations order. The option price per share under the Amended Plan cannot be less than the fair market value of the underlying shares on the date of the grant. The number of shares remaining available for future issuance under the Amended Plan as of June 30, 2016 was 1,676,957.

Stock option activity for the six months ended June 30, 2016 was as follows:

Common Stock Options	Number of Options	Exercise Price Per Share	Weighted Average Exercise Price	Weighted Average Remaining Life	Aggregate Intrinsic Value
Outstanding, December 31, 2015	1,268,200	\$1.20-\$5.39	\$ 3.06	6.01 years	\$985,578
Granted	87,701	\$0.79-\$3.93	2.56		
Exercised	(12,125)	\$1.20-\$2.60	1.56		
Canceled and forfeited	(150,125)	\$3.39-\$4.50	3.39		
Expired	—	—	—		
Outstanding, June 30, 2016	1,193,651	\$0.79-\$5.39	\$ 3.00	5.19 years	\$2,517,999
Exercisable, June 30, 2016	941,826		\$ 2.54		\$2,412,166
Vested and expected to vest, June 30, 2016	1,193,651		\$ 3.00		\$2,517,999

Stock-Based Compensation - Ilios

In 2009, Ilios adopted the 2009 Stock Incentive Plan, or the 2009 Plan, under which the Board of Directors may grant incentive or non-qualified stock options and stock grants to key employees, directors, advisors and consultants of the Company. The maximum number of shares allowable for issuance under the 2009 Plan is 2,000,000 shares of common stock. The 2009 Plan had 1,325,000 available for grant as of March 31, 2016. At the time of the merger between Ilios and the Company, stock options vested with an acceleration of the unvested portion upon the change in control event, as defined in the Plan. These options were exchanged for options for Tecogen stock at the same ratio and price as the share exchange described in Note 4. The grant was for a total of 82,701 options. The impact of the option exchange was immaterial.

Consolidated stock-based compensation expense for the six months ended June 30, 2016 and 2015 was \$88,177 and \$51,497, respectively. No tax benefit was recognized related to the stock-based compensation recorded during the periods.

Note 6 – Commitments and contingencies

Letters of Credit

On January 28, 2016, the letter of credit from Enterprise Bank and Trust Company required for collateral with an outstanding performance bond was closed as the Company had met the performance obligations of the bond.

Note 7 – Related party transactions

The Company has two affiliated companies, namely American DG Energy Inc., or American DG Energy, and EuroSite Power Inc. or EuroSite Power. These companies are affiliates because several of the major stockholders of those companies, have a significant ownership position in the Company. Neither American DG Energy nor EuroSite Power own any shares of the Company, and the Company does not own any shares of American DG Energy or EuroSite Power.

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On December 23, 2013, the Company entered into a Senior Convertible Promissory Note with Michaelson Capital Special Finance Fund LP (see Note 3). This agreement came with board observation rights causing the related party status.

On June 15, 2015, the Company entered into a Non-Revolver Line of Credit Agreement with John N. Hatsopoulos, the Company's Co-Chief Executive Officer and a Company Director (see Note 3).

8

TECOGEN INC.

Notes to Interim Unaudited Condensed Consolidated Financial Statements for the three and six months ended June 30, 2016 and 2015

The Company provides office space and certain utilities to American DG Energy based on a monthly rate set at the beginning of each year. This sublease was signed on July 1, 2014 and subsequently amended. The lease will expire on July 1, 2017. The agreement contains an automatic monthly renewal at expiration. In addition, the Company pays certain operating expenses, including benefits and insurance, on behalf of American DG Energy. The Company is reimbursed for these costs.

Note 8 - Intangible assets other than goodwill

As of December 31, 2015 and June 30, 2016 the Company has the following amounts related to intangible assets:

	Product Certifications	Patents	Developed Technology	Trademarks	Total
Balance at December 31, 2015					
Intangible assets	\$ 514,616	\$603,915	\$ 240,000	\$ 4,775	\$1,363,306
Less - accumulated amortization	(182,931)	(91,764)	(44,000)	—	(318,695)
	\$ 331,685	\$512,151	\$ 196,000	\$ 4,775	\$1,044,611
Balance at June 30, 2016					
Intangible assets	\$ 514,616	\$650,311	240,000	9,350	\$1,414,277
Less - accumulated amortization	(208,433)	(107,032)	(52,000)	—	(367,465)
	\$ 306,183	\$543,279	\$ 188,000	\$ 9,350	\$1,046,812

The aggregate amortization expense of the Company's intangible assets for the three and six months ended June 30, 2016 and 2015 was \$24,480 and \$28,136 and \$48,770 and \$51,419, respectively.

Note 9 - Joint ventures

Ultra Emissions Technologies Ltd.

On December 28, 2015, the Company entered into a joint venture agreement relating to the formation of a joint venture company (the "JV") organized to develop and commercialize Tecogen's patented technology ("Ultra Technology") designed to reduce harmful emissions generated by engines using fossil fuels. The joint venture company, called Ultra Emissions Technologies Ltd., was organized under the laws of the Island of Jersey, Channel Islands.

The Company received a 50% equity interest in the JV in exchange for a fully paid-up worldwide license to use Tecogen's Ultra emissions control technology in the field of mobile vehicles burning fossil fuels. The other half of the joint venture equity interests were purchased for \$3,000,000 by a small group of offshore investors. Warrants to purchase additional equity securities in the JV were granted to all parties pro rata. If the venture is not successful, all licensed intellectual property rights will revert to Tecogen.

The JV is expected to have losses as it performs the necessary research and development with the Ultra technology. Using equity method accounting, these losses will not be included in Tecogen's financial statements since Tecogen does not guarantee obligations of the JV and is not otherwise obligated to provide further financial support of the JV. In August 2016, Tecogen exercised its warrants in the JV for a total investment of \$2,000,000.

TTcogen LLC

On May 19, 2016, the Company along with Tedom a.s., a corporation incorporated in the Czech Republic and a European combined heat and power product manufacturer, ("Tedom") entered into a joint venture, where the Company will hold a 50% participating interest and the remaining 50% interest will be with Tedom. As part of the joint venture, the parties agreed to create a Delaware limited liability company, TTcogen LLC ("TTcogen"), to carry out the business of the venture. Tedom granted TTcogen the sole and exclusive right to market, sell, offer for sale, and distribute certain products as agreed to by the parties throughout the United States. The product offerings of the joint venture expand the current Tecogen product offerings to the MicroCHP of 35kW to large 4,000kW plants. Tecogen agreed to refer all appropriate sale leads to TTcogen regarding the products agreed to by the parties and Tecogen shall have the first right to repair and maintenance the products sold by TTcogen.

The TTcogen operations will be accounted for using equity method accounting. Any losses on the initial operation of the entity will not be consolidated in Tecogen's financial statements. Since Tecogen does not guarantee obligations of TTcogen, losses or liabilities of the joint venture are not recorded on the Company's financial statements. Using equity method accounting, as the venture becomes profitable with the expected growth, realized gains from profits will be added to the an investment asset account on the consolidated balance sheet.

TECOGEN INC.

Notes to Interim Unaudited Condensed Consolidated Financial Statements for the three and six months ended June 30, 2016 and 2015

Note 10 - Subsequent Events

On August 2, 2016, Tecogen Inc. (the "Company") exercised 2,000,000 warrants (the "Ultratek Warrants"), in their joint venture Ultra Emissions Technologies Limited (the "JV"), at \$1.00 per share, for an aggregate amount of \$2 million. The funds used to exercise the Ultratek Warrants were acquired by the Company from the holders of certain Company warrants (the "Tecogen Warrant Holders"), when they partially exercised their Tecogen warrants (the "Tecogen Warrants"), in July of 2016. The Tecogen Warrant Holders exercised a total of 650,000 Tecogen Warrants with a \$4.00 exercise price, resulting in an influx of \$2.7 million to the Company, which the Company then used some of the proceeds to invest in their JV.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-looking statements are made throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "seeks," "estimates" and similar expressions are intended to identify forward-looking statements. Such forward-looking statements include, among other things, statements regarding our current and future cash requirements, our expectations regarding suppliers of cogeneration units, and statements regarding potential financing activities in the future. While the Company may elect to update forward-looking statements in the future, it specifically disclaims any obligation to do so, even if the Company's estimates change, and readers should not rely on those forward-looking statements as representing the Company's views as of any date subsequent to the date of the filing of this Quarterly Report. There are a number of important factors that could cause the actual results of the Company to differ materially from those indicated by such forward-looking statements, including those detailed under the heading "Risk Factors" in this Quarterly Report.

Overview

Tecogen Inc., or the Company, or Tecogen, designs, manufactures and sells industrial and commercial cogeneration systems that produce combinations of electricity, hot water and air conditioning using automotive engines that have been specially adapted to run on natural gas. In some cases, our customers may choose to have the Company engineer and install the system for them rather than simply purchase the cogeneration and/or chiller units, which we refer to as "turnkey" projects. Cogeneration systems are efficient because in addition to supplying mechanical energy to power electric generators or compressors – displacing utility supplied electricity – they provide opportunity for the facility to incorporate the engine's waste heat into onsite processes such as space and portable water heating. We produce standardized, modular, small-scale products, with a limited number of product configurations that are adaptable to multiple applications. We refer to these combined heat and power products as CHP (electricity plus heat) and MCHP (mechanical power plus heat).

In addition to being a smaller reporting company, Tecogen is an emerging growth company as that term is defined in the Jumpstart Our Business Startups Act of 2012 (JOBS Act).

Results of Operations

Revenues

Revenues in the second quarter of 2016 were \$5,687,308 compared to \$6,383,831 for the same period in 2015, a decrease of \$696,523 or 10.9%. Product revenues in the second quarter of 2016 were \$2,408,860 compared to \$3,345,571 for the same period in 2015, a decrease of \$936,711 or 28.0%. This decrease was the aggregate of a decrease in cogeneration sales of \$1,256,313 and an increase in chiller and heat pump sales, which include the Ilios products, of \$319,602. Service revenues in the second quarter of 2016 were \$3,278,448 compared to \$3,038,260 for the same period in 2015, an increase of \$240,188 or 7.9%. This increase in the second quarter is the due to an increase in installation activity of \$192,585 and an increase of \$47,603 in service contracts.

Revenues in the first six months of 2016 were \$10,762,823 compared to \$12,487,265 for the same period in 2015, a decrease of \$1,724,442 or 13.8%. Product revenues in the first six months of 2016 were \$4,675,008 compared to \$6,883,446 for the same period in 2015, a decrease of \$2,208,438 or 32.1%. This decrease was the aggregate of a

decrease in cogeneration sales of \$2,410,269 and an increase in chiller and heat pump sales of \$201,831. Service revenues in the first six months of 2016 were \$6,087,815 compared to \$5,603,819 for the same period in 2015, an increase of \$483,996 or 8.6%. This increase in the first six months of 2016 is due to an increase in installation activity of \$120,437 and an increase of \$363,559 in the service contracts.

Cost of Sales

Cost of sales in the second quarter of 2016 was \$3,584,414 compared to \$4,242,941 for the same period in 2015 a decrease of \$658,527, or 15.5%. During the second quarter of 2016 our overall gross profit margin was 37.0% compared to 33.5% for the same period in 2015, an increase of 3.5%. Management expects growth in sales volume and product upgrades to continue to improve gross margins going forward.

Table of Contents
TECOGEN INC.

Cost of sales in the first six months of 2016 was \$6,940,585 compared to \$8,121,400 for the same period in 2015 a decrease of \$1,180,815, or 14.5%. During the first six months of 2016 our overall gross profit margin was 35.5% compared to 35.0% for the same period in 2015, an increase of 0.5%. Management expects growth in sales volume and product upgrades to continue to improve gross margins going forward.

Operating Expenses

General and administrative expenses consist of executive staff, accounting and legal expenses, office space, general insurance and other administrative expenses. General and administrative expenses in the second quarter ending June 30, 2016 were \$2,002,172 compared to \$1,890,503 for the same period in 2015, an increase of \$111,669 or 5.9%. The majority of the increase was for the mergers and acquisition activities including equity compensation expense and were one time increases over the same period last year.

General and administrative expenses in the first six months of 2016 were \$3,894,392 compared to \$4,077,632 for the same period in 2015, a decrease of \$183,240 or 4.5%. This decrease is the result of managements continued efforts to contain and reduce our administrative expenses.

Selling expenses consist of sales staff, commissions, marketing, travel and other selling related expenses. Selling expenses for the second quarter of 2016 were \$335,089 compared to \$324,384 for the same period in 2015, an increase of \$10,705 or 3.3%. This small difference is the result of outside sales representative commissions.

Selling expenses for the first six months of 2016 were \$850,121 compared to \$818,058 for the same period in 2015, an increase of \$32,063 or 3.9%. This small difference is the result of timing of commissions.

Research and development expenses consist of engineering and technical staff, materials, outside consulting and other related expenses. Research and development expenses in the second quarter ending June 30, 2016 were \$151,663 compared to \$228,318 for the same period in 2015, a decrease of \$76,655 or 33.6%. This decrease was due to the completion of a product development cycle.

Research and development expenses for the first six months of 2016 were \$370,621 compared to \$404,481 for the same period in 2015, a decrease of \$33,860 or 8.4%. This decrease was due to the timing of the completion of projects including product improvement programs.

Loss from Operations

Loss from operations for the second quarter of 2016 was \$386,030 compared to \$302,315 for the same period in 2015, an increase of \$83,715. The increase in the loss was due to a reduction in gross profit resulting from lower revenues. Loss from operations for the first six months of 2016 was \$1,292,896 compared to \$934,306 for the same period in 2015, an increase of \$358,590. The increase in the loss was due to a reduction in gross profit resulting from lower revenues.

Other Income (Expense), net

Other expense, net for the three months ended June 30, 2016 was \$41,283 compared to \$29,666 for the same period in 2015. Other income (expense) includes interest income and other income of \$2,770, net of interest expense on notes payable of \$44,053 for the second quarter of 2016. For the same period in 2015, interest and other income was \$685 and interest expense was \$30,351.

Other expense, net for the six months ended June 30, 2016 was \$80,773 compared to \$50,622 for the same period in 2015. Other income (expense) includes interest income and other income of \$5,661, net of interest expense on notes payable of \$86,434 for the first six months of 2016. For the same period in 2015, interest and other income was \$9,788 and interest expense was \$60,410.

Provision for Income Taxes

The Company did not record any benefit or provision for income taxes for the three months ended June 30, 2016 and 2015, respectively. As of June 30, 2016 and 2015, the income tax benefits generated from the Company's net losses have been fully reserved.

Noncontrolling Interest

The noncontrolling interest in the loss of Ilios was \$11,774 for the three months ended June 30, 2016 compared to income of \$30,858 for the same period in 2015, an increase of \$42,632 or 138.2%. The decrease was due to the losses realized by the noncontrolling interest in Ilios for the first month of the second quarter of 2016. The result of an

exchange of Tecogen stock for the noncontrolling shareholders of Ilios reduced the noncontrolling interest to 0.0%.

Table of Contents
TECOGEN INC.

Net loss

Net loss attributable to Tecogen for the three months ended June 30, 2016 was \$415,539 compared to \$362,839 for the same period in 2015, an increase of \$328,404. The increase in net loss was the result of the reduction in gross profit resulting from lower in revenues as described above.

Net loss attributable to Tecogen for the six months ended June 30, 2016 was \$1,308,707 compared to \$980,303 for the same period in 2015, an increase of \$328,404. The increase in net loss was the result of the reduction in gross profit resulting from lower in revenues as described above.

Liquidity and Capital Resources

Consolidated working capital at June 30, 2016 was \$12,879,929 compared to \$13,978,381 at December 31, 2015, a decrease of \$1,098,452. Included in working capital were cash and cash equivalents of \$4,069,660 and \$0 in short-term investments at June 30, 2016, compared to \$5,486,526 in cash and cash equivalents and \$294,802 in short-term investments at December 31, 2015, a decrease of \$1,711,668. The decrease in working capital and cash was mainly due to the loss in the period net of non-cash items.

Cash used in operating activities for the six months ended June 30, 2016 was \$1,425,352 compared to \$842,266 for the same period in 2015. Our accounts receivable balance increased to \$6,241,054 at June 30, 2016 compared to \$5,286,863 at December 31, 2015, using \$954,191 of cash due to timing of billing, shipments, and collections. In addition, amounts due from related parties decreased by \$785,818 providing cash due to timing of billing and collections. Our inventory decreased to \$4,940,315 as of June 30, 2016 compared to \$5,683,043 as of December 31, 2015, a decrease of \$742,728. Although lowering inventory is a goal, management expects inventory to vary significantly based on production and customer delivery requirements.

As of June 30, 2016, the Company's backlog of product and installation projects, excluding service contracts, was \$14 million, consisting of \$6 million of purchase orders received by us and \$8 million of projects in which the customer's internal approval process is complete, financial resources have been allocated and the customer has made a firm verbal commitment that the order is in the process of execution. Backlog at the beginning of any period is not necessarily indicative of future performance. Our presentation of backlog may differ from other companies in our industry.

Accounts payable decreased to \$2,618,285 as of June 30, 2016 from \$3,311,809 at December 31, 2015, using \$693,524 in cash flow from operations. Accrued expenses decreased to \$1,036,782 as of June 30, 2016 from \$1,066,860 as of December 31, 2015, using \$30,078 of cash from operations. The Company expects accounts payable and accrued expenses to fluctuate with changes in operations.

During the first six months of 2016 our investing activities used \$151,895 of cash and included purchases of property and equipment of \$100,925 and expenditures related to intangible assets of \$50,970.

During the first six months of 2016 our financing activities included \$150,000 in proceeds from the amendment of our debt, \$18,925 in proceeds from the exercise of stock options, and the payment of expenses from the issuance of our common stock of \$8,544. This includes the issuance of stock related to the acquisition of the noncontrolling interest in Ilios.

Significant Accounting Policies and Critical Estimates

The Company's significant accounting policies are discussed in the Notes to the Condensed Consolidated Financial Statements above and in our Annual Report. The accounting policies and estimates that can have a significant impact upon the operating results, financial position and footnote disclosures of the Company are described in the above notes and in our Annual Report.

Seasonality

We expect that the majority of our heating systems sales will be in the winter and the majority of our chilling systems sales will be in the summer. Our cogeneration and chiller system sales are not generally affected by the seasons, although customer goals will be to have chillers installed and running in the spring. Our service team does experience higher demand in the warmer months when cooling is required. These units are generally shut down in the winter and started up again in the spring. This "busy season" for the service team generally runs from May through the end of September.

Off-Balance Sheet Arrangements

Currently, we do not have any off-balance sheet arrangements, including any outstanding derivative financial instruments, off-balance sheet guarantees, interest rate swap transactions or foreign currency contracts. We do not engage in trading activities involving non-exchange traded contracts.

12

TECOGEN INC.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Management's Evaluation of Disclosure Controls and Procedures:

The Company maintains "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, that are designed to provide reasonable assurance that information required to be disclosed by the Company in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to the Company's management, including our principal executive officers and principal financial and accounting officer, as appropriate, to allow timely decisions regarding required disclosure.

Our disclosure controls and procedures are designed to provide reasonable assurance that the control system's objectives will be met. Our management, including our Co-Chief Executive Officers and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report, have concluded that our disclosure controls and procedures were not effective due to material weaknesses in financial reporting relating to lack of personnel with a sufficient level of accounting knowledge and a small number of employees dealing with general controls over information technology. Management will continue to evaluate the above weaknesses, and as the Company grows and resources become available, the Company plans to take the necessary steps in the future to remediate the weaknesses.

Changes in Internal Control over Financial Reporting:

The Company currently does not have personnel with a sufficient level of accounting experience and training in the selection, application and implementation of generally accepted accounting principles as it relates to complex transactions and financial reporting requirements. The Company also has a small number of employees dealing with general controls over information technology security and user access. This constitutes a material weakness in financial reporting.

In connection with the material weaknesses referred to in the foregoing paragraph, we will make changes in our internal controls over financial reporting as soon as the resources become available. During the period ended June 30, 2016, no changes have been made to the Company's process.

PART II - OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities.

On April 11, 2016, April 13, 2016, and May 2, 2016 the Company entered into a series of private placement share exchange agreements ("Share Exchange Agreements") with shareholders of Ilios Inc. ("Exchanging Shareholders"), a majority owned subsidiary of the Company ("Ilios"). Pursuant to the Share Exchange Agreements, the Exchanging Shareholders agreed to exchange every 7.86 of their restricted Ilios shares of common stock for 1 share of the Company's restricted common stock. In connection with this series of transactions, the Company issued a total of 670,464 shares of Company restricted common stock. In addition, the Company granted each Exchanging Shareholder the right to have the restricted Company common stock they received registered. This series of transactions were conducted as a series of private placement without registration under the Securities Act of 1933, as amended, or the Securities Act, and in reliance upon an exemption from registration pursuant to Section 4(a)(2) of the Securities Act and/or Regulation D promulgated thereunder.

Table of Contents
TECOGEN INC.

Item 6. Exhibits

Exhibit No.	Description of Exhibit
3.1	Amended and Restated Certificate of Incorporation. ^(a)
3.2	Amended and Restated Bylaws. ^(a)
4.1	Specimen Stock Certificate of Tecogen, Inc. ^(a)
4.2	Form of Restricted Stock Purchase Agreement. ^(b)
4.3	Form of Stock Option Agreement. ^(a)
4.6	Tecogen Ultratek Warrant signed August 2, 2016. ^(j)
10.8	Second Amendment to Lease between Atlantic-Waltham Investment II, LLC dated Jan 16, 2013. ^(a)
10.19	Form of Common Stock Purchase Agreement. ^(a)
10.21	Senior Convertible Promissory Note, dated December 23, 2013, by Tecogen Inc. in favor of Michaelson Capital Special Finance Fund LP. ^(a)
10.24	Facilities and Support Services Agreement between American DG Energy Inc. and Tecogen Inc., dated Aug 8, 2014. ^(c)
10.26+	Tecogen 2006 Stock Incentive Plan, as amended on January 24, 2014 with stockholder approval on July 15, 2014. ^(e)
10.27	Non-Revolving Line of Credit Agreement between the Company and John N. Hatsopoulos, dated June 15, 2015. ^(e)
10.28	Form of Common Stock Purchase Agreement dated August 3, 2015. ^(d)
10.29	Registration Rights Agreement dated August 3, 2015. ^(d)
10.30	First amendment to the Facilities and Support Services Agreement between American DG Energy Inc. and Tecogen Inc., dated Aug 7, 2015. ^(f)
10.35	Share Exchange Agreement for the Ilios private placements dated April 11, 2016 and April 13, 2016. ^(g)
10.36	Amendment No. 1 to the Senior Convertible Promissory Note effective April 1, 2016. ^(g)
10.37	Tedom Joint Venture Agreement dated May 19, 2016. ^(h)
10.38	Tedom Joint Venture LLC Agreement dated May 19, 2016. ^(h)
10.39	Form of a Warrant Amendment dated June 27, 2016. ⁽ⁱ⁾
21.1	List of subsidiaries ^(a)
31.1*	Rule 13a-14(a) Certification of Co-Chief Executive Officer
31.2*	Rule 13a-14(a) Certification of Co-Chief Executive Officer
31.3*	Rule 13a-14(a) Certification of Chief Financial Officer
32.1*	Section 1350 Certifications of Co-Chief Executive Officers and Chief Financial Officer

101.INS** XBRL Instance Document
 101.SCH** XBRL Taxonomy Extension Schema
 100.CAL** XBRL Taxonomy Extension Calculation Linkbase
 100.DEF** XBRL Taxonomy Extension Definition Linkbase
 101.LAB** XBRL Taxonomy Extension Label Linkbase
 101.PRE** XBRL Taxonomy Extension Presentation Linkbase

* Filed herewith

** Furnished herewith

+ Compensatory plan or arrangement

^(a) incorporated by reference from the Company's Registration Statement on Form S-1/A (Registration No. 333-193791), filed with the SEC on June 27, 2014.

^(b) incorporated by reference from the Company's Registration Statement on Form S-1 (Registration No. 333-178697), originally filed with the SEC on December 22, 2011.

- (c) incorporated by reference from the Company's 10-Q Report for the period ending June 30, 2014, originally filed with the SEC on August 14, 2014.
- (d) incorporated by reference from the Company's form 8-K Report originally filed with the SEC on August 6, 2015.
- (e) incorporated by reference from the Company's 10-Q Report for the period ending June 30, 2015, originally filed with the SEC on August 6, 2015.
- (f) incorporated by reference from the Company's form 8-K Report originally filed with the SEC on August 13, 2015.
- (g) incorporated by reference from the Company's form 8-K Reports originally filed with the SEC on April 15, 2016.
- (h) incorporated by reference from the Company's form 8-K Reports originally filed with the SEC on May 24, 2016.
- (i) incorporated by reference from the Company's form 8-K Reports originally filed with the SEC on June 30, 2016.
- (j) incorporated by reference from the Company's form 8-K Reports originally filed with the SEC on August 8, 2016.

Table of Contents

TECOGEN INC.

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, on August 10, 2016.

TECOGEN INC.

(Registrant)

By: /s/ John N. Hatsopoulos
Co-Chief Executive Officer
(Principal Executive
Officer)

By: /s/ Benjamin M. Locke
Co-Chief Executive Officer
(Principal Executive
Officer)

By: /s/ David A. Garrison
Chief Financial Officer,
Treasurer and Secretary
(Principal Financial and
Accounting Officer)