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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K**

(Mark  
One)

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

For the fiscal year ended March 31, 2014

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-15957

**CAPSTONE TURBINE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**95-4180883**  
(I.R.S. Employer  
Identification No.)

**21211 Nordhoff Street,  
Chatsworth, California**  
(Address of principal executive  
offices)

**91311**  
(Zip Code)

**(818) 734-5300**

(Registrant's telephone number, including area code)

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

<u>Title of each class</u>	<u>Name of exchange on which registered</u>
Common Stock, par value \$.001 per share	NASDAQ Global Market
Series A Preferred Stock Purchase Rights	

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

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and

(2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a  
smaller reporting company)

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

The aggregate market value of the shares of Common Stock of the registrant held by non-affiliates on September 30, 2013 was approximately \$357.1 million.

As of June 6, 2014, there were 329,407,949 shares of the registrant's Common Stock issued and outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement relating to the registrant's 2014 annual meeting of stockholders are incorporated by reference into Part III of this report to the extent described therein.

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**CAPSTONE TURBINE CORPORATION**

**FORM 10-K**

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## PART I

### Item 1. Business.

#### Overview

Capstone Turbine Corporation ("Capstone" or the "Company") develops, manufactures, markets and services microturbine technology solutions for use in stationary distributed power generation applications, including cogeneration (combined heat and power ("CHP")), integrated combined heat and power ("ICHP"), and combined cooling, heat and power ("CCHP"), renewable energy, natural resources and critical power supply. In addition, our microturbines can be used as battery charging generators for hybrid electric vehicle applications. Microturbines allow customers to produce power on-site in parallel with the electric grid or stand alone when no utility grid is available. Several technologies are used to provide "on-site power generation" (also called "distributed generation") such as reciprocating engines, solar power, wind powered systems and fuel cells. For customers who do not have access to the electric utility grid, microturbines provide clean, on-site power with fewer scheduled maintenance intervals and greater fuel flexibility than competing technologies. For customers with access to the electric grid, microturbines provide an additional source of continuous duty power, thereby providing additional reliability and potential cost savings. With our stand-alone feature, customers can produce their own energy in the event of a power outage and can use microturbines as their primary source of power for extended periods. Because our microturbines also produce clean, usable heat energy, they provide economic advantages to customers who can benefit from the use of hot water, chilled water, air conditioning and heating. Our microturbines are sold, installed and serviced primarily through our global distribution network. Together we offer new and remanufactured parts as well as a comprehensive Factory Protection Plan ("FPP"). Successful implementation of microturbines relies on the quality of the microturbine, marketability for appropriate applications, and the quality of the installation and support.

We believe we were the first company to offer a commercially available power source using microturbine technology. Capstone offers microturbines designed for commercial, industrial, and utility users with product offerings ranging from 30 kilowatts ("kW") to one megawatt in electric power output. Our 30 kW ("C30") microturbine can produce enough electricity to power a small convenience store. The 65 kW ("C65") microturbine can produce enough heat to provide hot water to a 100-room hotel while also providing about one-third of its electrical requirements. Our 200 kW ("C200") microturbine is well suited for larger hotels, office buildings and wastewater treatment plants, among others. By packaging the C200 microturbine power modules into an International Organization for Standardization ("ISO") sized container, Capstone has created a family of microturbine offerings from 600 kW up to one megawatt in a compact footprint. Our 1000 kW ("C1000 Series") microturbines are well suited for utility substations, larger commercial and industrial facilities and remote oil and gas applications. Our microturbines combine patented air-bearing technology, advanced combustion technology and sophisticated power electronics to form efficient and ultra-low emission electricity and cooling and heat production systems. Because of our air-bearing technology, our microturbines do not require liquid lubricants. This means they do not require routine maintenance to change and dispose of oil or other liquid lubricants, as do the most common competing products. Capstone microturbines can be fueled by various sources, including natural gas, propane, sour gas, renewable fuels such as landfill or digester gas, kerosene, diesel and biodiesel. The C65 and C200 microturbines are available with integrated heat exchangers, making them easy to engineer and install in applications where hot water is used. Our products produce exceptionally clean power. Our C65 was certified by the California Air Resources Board ("CARB") as meeting its stringent 2007 emissions requirements—the same emissions standard used to certify fuel cells and the same emissions levels as a state-of-the-art central power plant. Our C65 Landfill and Digester Gas systems were certified in January 2008 by CARB as meeting 2008 waste gas emissions requirements for landfill and digester gas applications. Our C200 Landfill and

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Digester Gas systems were certified in November 2010 by CARB as meeting 2008 waste gas emissions requirements for landfill and digester gas applications.

On February 1, 2010, we acquired the 100 kW ("TA100") microturbine product line from Calnetix Power Solutions, Inc. ("CPS"). The TA100 microturbine is most similar to the Capstone product design compared to other microturbine products in the industry.

We sell complete microturbine units, subassemblies, components and various accessories. We also remanufacture microturbine engines and provide after-market parts and services. Our microturbines are sold primarily through distributors and Original Equipment Manufacturers ("OEMs"). Distributors purchase our products for sale to end users and also provide application engineering and installation support. Distributors are also required to provide a variety of additional services, including engineering the applications in which the microturbines will be used, installation support of the products at the end users' sites, commissioning the installed applications and providing post-commissioning service. Our distributors perform as value-added resellers. OEMs integrate Capstone's products into their own product solutions.

To assure proper installation of Capstone microturbine systems, we have instituted a Factory Trained Installer ("FTI") training and certification program. Personnel from our distributors and OEMs, as well as design engineering firms, contractors and end users attend this FTI training. We offer to assist all customers by reviewing their installation designs to confirm that the technical requirements for proper operation have been met, such as electrical interconnections, load requirements, fuel type and pressure, cooling air flow and turbine exhaust routing. As part of the microturbine commissioning process, we also receive a checklist to confirm that the final installation adheres to Capstone technical requirements before we accept any warranty obligations. This is aimed at providing the end user with a proper installation that will operate as expected for the life of the equipment.

Capstone has a factory direct service offering for commissioning and post-commissioning service. Through our global distribution network, we offer a comprehensive FPP for a fixed annual fee to perform regularly scheduled and unscheduled maintenance as needed. Capstone provides factory and on-site training to certify all personnel that are allowed to perform service on our microturbines. Individuals who are certified are called Authorized Service Providers or, ASPs, and must be employed by a distributor in order to perform work pursuant to a Capstone FPP. The majority of our distributors provide these services.

This Annual Report on Form 10-K (this "Form 10-K") refers to Capstone's fiscal years ending March 31 as its "Fiscal" years.

## **Our Products**

We began commercial sales of our C30 products in 1998, targeting the emerging distributed generation industry that was being driven by fundamental changes in power requirements. In September 2000, we shipped the first commercial unit of our 60 kW microturbine ("C60"), which was replaced by the C65 model during the quarter ended March 31, 2006. We began shipping the C60 Integrated CHP solution in 2003. The first commercial C200 microturbine was shipped on August 28, 2008. Our C1000 Series product was developed based on Capstone's C200 microturbine engine. The C1000 Series product can be configured into 1,000 kW, 800 kW and 600 kW solutions in a single ISO-sized container. The first commercial shipment of our C1000 Series product was on December 29, 2008. We began shipping TA100 microturbines in March 2010.

During Fiscal 2014, we booked total orders of \$131.5 million for 675 units, or 135.3 megawatts, compared to \$112.6 million for 765 units, or 107.2 megawatts, during Fiscal 2013. We shipped 671 units with an aggregate of 109.9 megawatts, generating revenue of \$108.8 million compared to 628 units with an aggregate of 103.2 megawatts, generating revenue of \$102.7 million during Fiscal 2013. Total backlog

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as of March 31, 2014 increased \$22.7 million, or 15%, to \$171.6 million from \$148.9 million at March 31, 2013. As of March 31, 2014, we had 820 units, or 188.2 megawatts, in total backlog compared to 816 units, or 162.8 megawatts, at the same date last year. The timing of the backlog is based on the requirement date indicated by our customers. However, based on historical experience, management expects that a significant portion of our backlog may not be shipped within the next twelve months. The timing of shipments is subject to change based on several variables (including customer deposits, payments, availability of credit and customer delivery schedule changes), most of which are not in our control and can affect the timing of our revenue.

The following table summarizes our backlog:

	As of March 31,			
	2014		2013	
	Megawatts	Units	Megawatts	Units
C30	3.0	101	5.8	193
C65	33.8	520	28.4	438
TA100	1.9	19	2.3	23
C200	3.4	17	4.6	23
C600	9.0	15	10.2	17
C800	8.8	11	7.2	9
C1000	127.0	127	103.0	103
Waste heat recovery generator	1.3	10	1.3	10
<b>Total Backlog</b>	<b>188.2</b>	<b>820</b>	<b>162.8</b>	<b>816</b>

Capstone microturbines are compact, lightweight and environmentally friendly generators of electricity and heat compared to competing technologies. They operate on the same principle as a jet engine with the added capability of using a variety of commercially available fuels. For example, our microturbines can operate on low British Thermal Unit ("BTU") gas, which is gas with lower energy content, and can also operate on gas with a high amount of sulfur, known in the industry as sour gas. Examples of these fuel sources include methane from facilities such as wastewater treatment plants, landfills and anaerobic digesters.

Our microturbines incorporate four major design features:

- advanced combustion technology;
- patented air-bearing technology;
- digital power electronics; and
- remote monitoring capability.

Our advanced combustion technology allows Capstone microturbines to achieve low emissions with a design geared towards manufacturability. These low emission levels not only provide an environmentally friendly product, but also eliminate permitting requirements in several municipalities for continuously operated onsite power generation. The air-bearing system allows the microturbine's single moving assembly to produce power without the need for typical petroleum-based lubrication. Air-bearings use a high-pressure field of air rather than petroleum lubricants. This improves reliability and reduces maintenance such as oil changes. The electronic controls manage critical functions and monitor operations of the microturbine. For instance, our electronics control the microturbine's speed, temperature and fuel flow and communicate with external networks and building management systems. The power electronics coordinate with the grid when the units are operated in a grid-connect mode and with the onboard battery when equipped for stand-alone mode. All control functions are

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performed digitally. Performance is optimized, resulting in lower emissions, higher reliability and high efficiency over a variable power range.

The electrical output of our units can be paralleled in multiple unit configurations through our Advanced Power Server product and a digital communications cable to serve larger installations requiring electrical loads up to ten megawatts.

Our products can operate:

- connected to the electric utility grid as a current source;
- on a stand-alone basis as a voltage source;
- multipacked to support larger loads as a "virtual single" unit; and
- in dual mode, where the microturbine operates connected to the electric utility grid or operates independently.

We also offer C65 and C200 ICHP systems. These systems combine the standard C65 and C200 microturbine unit with a heat recovery module that provides electricity and heats water.

Our family of products is offered in the following configurations:

Fuel Types	C30		C65		TA100		C200		C1000 Series	
	Grid Connect	Dual Mode	Grid Connect	Dual Mode	Grid Connect	Dual Mode	Grid Connect	Dual Mode	Grid Connect	Dual Mode
Low pressure natural gas	X	X	X	X	X	X	X	X	X	X
High pressure natural gas	X	X	X	X	X	X	X	X	X	X
Compressed natural gas	X	X	X	X	X	X	X	X	X	X
Landfill gas	X		X				X		X	
Digester gas	X		X				X		X	
Gaseous propane	X	X	X	X			X	X	X	X
High pressure sour gas	X	X	X	X			X	X	X	X
Diesel	X	X	X	X			X	X	X	X
Kerosene	X	X	X	X						

We offer various accessories for our products including rotary gas compressors with digital controls, heat recovery modules for CHP applications, dual mode controllers that allow automatic transition between grid connect and stand-alone modes, batteries with digital controls for stand-alone or dual-mode operations, power servers for large multipacked installations, protocol converters for Internet access, packaging options and miscellaneous parts such as frames, exhaust ducting and installation hardware. We also sell microturbine components and subassemblies.

Our electronic controls manage microturbines using Capstone's proprietary software and advanced algorithms. The controls:

- start the turbogenerator and manage its load;
- coordinate the functioning of the microturbine with the grid;
- manage the speed, fuel flow and exhaust temperature of the microturbine;
- convert the variable frequency, up to a maximum of 1,600 Hertz and variable voltage power produced by the generator into a usable output of either 50 or 60 Hertz AC for stationary applications or DC for hybrid electric vehicle applications; and
- provide digital communications to externally maintain and control the equipment.

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In addition, our proprietary Capstone Remote Monitoring Software ("CRMS") allows end users to remotely operate and manage the microturbine. Unlike the technology of other power sources that require on-site monitoring and maintenance, the CRMS allows end users to remotely and efficiently monitor performance, power generation and time of operation using our CRMS interface software with standard personal computers. This remote capability can provide end users with power generation flexibility and cost savings. Capstone is currently developing an Internet-based system to provide real-time continuous remote monitoring and diagnostics to customers who purchase the service.

The C30 microturbines were initially designed to operate connected to an electric utility grid and to use a high pressure natural gas fuel source. We have expanded our microturbine's functionality to operate with different fuels. The combustor system remains the same for all fuels except for the fuel injectors, which currently vary between liquid and gaseous fuels. The Capstone microturbine's multi-fuel capability provides significant competitive advantages with respect to some of our selected vertical markets.

Our C65 grid-connect and stand-alone microturbine power systems are listed by Underwriters Laboratories ("UL") as meeting the UL 2200 stationary engine generator standards and the UL 1741 utility interconnection requirements. Our products are manufactured by processes that are ISO 9001:2000 and ISO 14001:2004 certified.

In 2002, the California Energy Commission certified our C30 and C60 microturbines as the first products to comply with the requirements of its "Rule 21" grid interconnection standard. This standard streamlines the process for connecting distributed generation systems to the grid in California. The benefits of achieving this standard include avoiding both costly external equipment procurement requirements and extensive site-by-site and utility-by-utility analysis. Our protective relay functionality has also been recognized by the State of New York, which has pre-cleared our microturbines for connection to New York's electric utility grid.

Our C60 microturbine was the first combustion power generation product to be certified by the CARB as meeting its stringent distributed generation emissions standards that went into effect in 2003. Our C65 microturbine now meets the even more stringent CARB 2007 standard for natural gas.

The TA100 microturbine offers a digital communication interface which can be connected to an external controller (not sold by Capstone) to provide multiple unit and dual mode dispatching functionality. An external synchronization board is provided to parallel the electrical output in multiple unit configurations for stand-alone operation.

We are the first microturbine manufacturer to achieve UL Class I, Division 2 certification for operation in hazardous-area oil and gas applications. These specially packaged systems are applied in oil and gas production areas with potentially explosive environments. In September 2009, we received UL certification for our C200 grid-connect and stand-alone microturbine as meeting the UL 2200 stationary engine generator standards and the UL 1741 utility interconnection requirements. In June 2010, we received UL certification for our C1000 Series grid-connect and stand-alone microturbine as meeting the UL 2200 stationary engine generator standards and the UL 1741 utility interconnection requirements.

## **Applications**

Worldwide, stationary power generation applications vary from huge central stationary generating facilities up to 1,000 MW to back-up generators as small as 2 kW. Historically, power generation in most developed countries such as the United States has been part of a regulated utility system. A number of developments related primarily to the deregulation of the utility industry as well as significant technology advances have broadened the range of power supply choices available to all types of customers.



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Capstone products serve multiple vertical markets worldwide. Within the markets served, we focus on vertical markets that we have identified as having the greatest near-term potential. In the markets we are focusing on, which are energy efficiency, renewable energy, natural resources, critical power supply and mobile products, we have identified specific targeted vertical market segments.

### *Energy Efficiency—CHP/CCHP*

Energy efficiency maximizes the use of energy produced by the microturbines, reduces emissions compared with traditional power generation and enhances the economic advantage to customers. Energy efficiency uses both the heat and electric energy produced in the power generation process. Using the heat and electricity created from a single combustion process increases the efficiency of the system from approximately 30% to 75% or more. The increased operating efficiency reduces overall greenhouse gas emissions compared with traditional independent sources such as power generation and local thermal generation and, through displacement of other separate systems, can reduce operating costs. Our microturbines' emissions of commonly found air pollutants ("criteria pollutants"), such as nitrogen oxides ("NO<sub>x</sub>"), carbon monoxide ("CO") and volatile organic compounds ("VOCs"), are lower than those from the on-site boilers that our CHP system displaces, meaning that local emissions of these pollutants are actually reduced when a Capstone energy efficiency CHP system is installed. This high CHP efficiency also means more efficient use of fuel and can reduce net utility costs for end users. The most common uses of heat energy include space heating and air conditioning, heating and cooling water, as well as drying and other applications. For example, we have used the heat generated by the microturbines to supply hot water solutions for hotels, office buildings and retail, commercial and industrial customers. When our microturbine exhaust drives an absorption chiller, the chiller produces chilled water for air conditioning and other uses.

There are energy efficiency markets for CHP and CCHP applications worldwide. A study conducted for the US Department of Energy ("DOE") calculated the total potential energy efficiency CHP market in the United States to be over 35.5 gigawatts through 2020. Many governments have encouraged more efficient use of the power generation process to reduce pollution, lower dependence on fossil fuels and control the cost of locally produced goods. To access these markets, we have entered into agreements with distributors which have engineered energy efficiency CHP packages that utilize the hot exhaust air of the microturbine for heating water and also use the hot exhaust to run an absorption chiller for air conditioning. We also offer our own integrated energy efficiency CHP and CCHP product for the C65, C200 and C1000 Series products.

### *Renewable Energy*

Our microturbines can use renewable methane gases from landfills, wastewater treatment facilities and other biogas applications such as food processing and agricultural waste, referred to as green waste, and cow, pig and chicken manure. They can burn these renewable waste gases with minimal emissions, thereby, in some cases, avoiding the imposition of penalties incurred for pollution while simultaneously producing electricity from this "free" renewable fuel for use at the site or in the surrounding areas. The microturbines have demonstrated effectiveness in these applications and outperform conventional combustion engines in a number of situations, including when the gas contains a high amount of sulfur.

Capstone released for sale the C65 stand-alone digester product for sale in the renewable energy market segment in 2007. This product is targeted at remote villages in third-world countries with wastewater treatment facilities that offer a valuable source of fuel which can be converted to electricity. A joint applications and engineering team evaluated the performance of the existing C65 digester gas system to ensure that the combustion system would be stable from 0 to 100% power output. Minor controls changes were implemented to increase stability at low power levels. The ability to convert this

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low BTU fuel to electricity along with the high reliability and low maintenance features of this product make it well suited for this market.

### *Natural Resources—Oil, Natural Gas, Shale Gas & Mining*

On a worldwide basis, there are thousands of locations where the drilling, production, compression and transportation of natural resources and other extraction and production processes create fuel byproducts, which traditionally have been released or burned into the atmosphere. Our microturbines are installed in the natural resource market to be used in oil and gas exploration, production, compression and transmission sites both onshore and offshore as a highly reliable critical source of power generation. In addition, our microturbines can use flare gas as a fuel to provide prime power. Typically these oil and gas or mining operations have no electric utility grid and rely solely on Capstone's microturbine for reliable low emission power supply.

Many major oil and gas companies are exploring large shale reserves, or plays, in the United States. In mid-2010 Capstone sold its first microturbines into the U.S. shale gas market in the Eagle Ford and Marcellus shale plays. The addressable market for Capstone microturbines in this industry is significant. The shale gas market is expected to grow substantially, especially since the U.S. Environmental Protection Agency's ("EPA") Clean Air Act has strict requirements for emissions levels at natural gas sites.

The C200 product is offered for sale configured to meet Class 1 Zone 2 hazardous location requirements for the oil and gas market. Hazardous location requirements are met through package ventilation changes for purging and pressurizing package air to avoid potential flammable mixtures as well as controls for emergency disconnect of fuel and electrical sources. The package is upgraded to stainless steel construction to withstand the corrosive offshore environments where these units are installed. Oil and gas customers prefer the low maintenance and high reliability attributes offered by our turbines to ensure continued production. Capstone also offers C30 and C65 microturbine products in similar configurations.

### *Critical Power Supply*

Because of the potentially catastrophic consequences of even momentary system failure, certain power users such as high technology, health care and information systems facilities require particularly high levels of reliability in their power service. To meet these customer requirements, traditional solutions utilize Uninterruptible Power Supplies ("UPS") to protect critical loads from momentary power disturbances along with backup diesel generators for extended outages. Capstone offers an alternative solution that can both meet customer reliability requirements and reduce operating costs.

Capstone has developed the world's only microturbine powered UPS solutions that offer clean, IT-grade power and can completely displace the need for traditional UPS and backup diesel generators. We offer two microturbine-powered UPS solutions. The Capstone UPSource microturbine-powered UPS solution provides prime or emergency power solutions. Capstone's Hybrid UPS microturbine powered solution provides power when dispatched in high efficiency, standard UPS and emergency power solutions. Both critical power supply products offer 99.999999% availability in an n+1 configuration when the product has at least one independent backup. Our microturbine-powered UPS solutions are UL listed. These integrated solutions are ideal for new construction or facility expansion and are typically installed with absorption chillers or other heat recovery systems to obtain high efficiency and reduce operating costs compared with traditional solutions.

Dual mode units operating in a prime power configuration can support a 150% overload for 10 seconds during transient conditions. Dual mode units operating in grid parallel mode can provide customers a back-up power system with an economic return. These systems offer high onsite energy efficiency when combined with a heat exchanger (CHP) to create hot water or with a chiller (CCHP)

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for air conditioning at these facilities. This configuration, when combined with the Capstone Dual Mode Controller, can transition from the grid parallel mode to prime power mode in less than ten seconds. Capstone microturbines can also be installed along with a rotary UPS to provide a complete line-interactive continuous power solution. In this case, the microturbines remain in grid connect mode while the rotary UPS stabilizes the utility voltage and provides a seamless transfer from operation connected to the grid to operation isolated from the grid.

### *Mobile Products—Hybrid Electric Vehicles*

Our technology is also used in hybrid electric vehicle ("HEV") applications. Our customers have applied our products in hybrid electric vehicles such as transit buses and trucks. In these applications the microturbine acts as an onboard battery charger to recharge the battery system as needed. The benefits of microturbine hybrids include extended range, fuel economy gains, quieter operation, reduced emissions and higher reliability compared with traditional internal combustion engines. Internal combustion diesel engine manufacturers have been challenged for the last several years to develop technology improvements, prior to aftertreatment that reduce emissions to levels specified by the EPA and CARB 2007 and 2010 standards. Many manufacturers are incorporating aftertreatment that increases upfront equipment costs, vehicle weight and life cycle costs and may reduce overall engine efficiency.

### *Mobile Products—Marine*

Our technology is also used in marine applications. Our customers have applied our products in the commercial vessel and luxury yacht markets. The most immediate market for our marine products is for use as ship auxiliaries. In this application, the microturbines provide power to the vessel's electrical loads and, in some cases, the vessel is able to utilize the exhaust energy to increase the overall efficiency of the application, reducing overall fuel consumption and emissions. The other application is similar to our HEV application where the vessel is driven by an electric propulsion system and the microturbine serves as an on board range extender. Our marine customers use both our liquid fueled and natural gas products. Liquefied natural gas ("LNG") is in its early stages as a marine fuel, and the number of vessels powered by LNG is forecasted to double every two years over the next decade. Vessel owners can receive the same benefits as users of stationary Capstone products: low emissions with no aftertreatment, long maintenance intervals, high reliability, low noise and no vibration.

## **Sales, Marketing and Distribution**

We primarily sell our microturbine product, parts and service through distributors. Our typical terms of sale include shipment of the products with title, care, custody and control transferring at our dock, payment due anywhere from in advance of shipment to 90 days from shipment, and warranty periods of approximately 15 to 18 months from shipment. We typically do not have customer acceptance provisions in our agreements.

### *North America*

We have distribution agreements with a number of companies throughout North America for the resale of our products. Many of these distributors serve multiple markets in their select geographic regions. The primary markets served in this region have been energy efficiency, renewable energy, natural resources, critical power and mobile products. The energy efficiency and natural resources vertical markets are expected to grow as a result of an increased domestic production of hydrocarbons, the low downstream price of natural gas and public and regulatory acceptance of distributed generation.

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Recent energy reform in Mexico has the potential to open new market opportunities in the energy market. Capstone's strategy in Mexico is to develop distributors that have demonstrated commitment and proficiency over a period of years to represent Capstone across various market verticals.

In developing our sales opportunities we have identified the need to address various requirements present in our target localities. These requirements include electric grid interconnection standards, gas utility connection requirements, emissions standards, building and fire safety codes and various inspections and approvals. The costs and scheduling ramifications of these various approvals, in conjunction with normal bidding process requirements and construction delays, can be significant to the completion of an installation. Our goal is to work with the applicable regulating entities to establish compliant standards for the installation of our microturbines so that the costs and installation timelines are minimized for our customers. Management believes that we can create market advantages for our products through enhancing the ease of deploying our distributed generation solutions.

### *Asia and Australia*

Our sales and marketing strategy in Asia and Australia has been to develop and strengthen distributor relationships throughout these continents.

Our target markets in Asia and Australia are energy efficiency, renewable energy and natural resources. Our historical sales in Southeast Asia and Australia have primarily been in the CHP, CCHP and the oil and gas market. Other areas in Asia and the Pacific Rim offer attractive opportunities as well. China is expected to see growth in the oil and gas market, while biogas recovery is showing signs of growth in Southeast Asia.

### *Middle East and Africa*

Our target market in the Middle East and Africa is primarily oil and gas. Flare gas to power projects are a particularly attractive market opportunity given the volume of gas being flared and the acute and chronic need for stable power in the region. Management has targeted distributors and customers involved in the capture and use of flare gas in the oil and gas market.

### *Europe and Russia*

To address the European market, including Russia, we are strengthening our relationships with existing and new distributors and have increased Capstone local sales and service support. We have an office in Europe for the purpose of working with our distributors there on a daily basis to realize growth opportunities. We have established a spare parts distribution center in Europe to make parts readily available to our distributors. Europe has a history of extensive use of distributed generation technologies. During Fiscal 2014, the European market was showing signs of improvement with an increase in revenue of 59%, primarily from Russia, compared to Fiscal 2013. Further, the continuation or escalation of the current geopolitical instability in Russia and Ukraine could negatively impact our operations, sales, and future growth prospects in that region. For more information, see "Risk Factors" beginning on Page 14 of this Form 10-K.

### *South America*

South America constitutes a diverse group of markets that vary greatly in potential capture for Capstone based on a number of factors including availability of oil and gas production and transmission, energy pricing and political and investment climate. While Capstone has distributors in nearly all South American countries, management is focused on what we consider to be the top markets, such as Colombia, Brazil, Chile and Ecuador. Our target markets in South America are energy efficiency, renewable energy and natural resources. Our historical sales in South America have primarily been in the natural resources market.

## Revenue

For geographic and segment revenue information, please see Note 2—Summary of Significant Accounting Policies—Segment Reporting in the "Notes to Consolidated Financial Statements."

## Customers

Sales to E-Finity Distributed Generation, LLC ("E-Finity"), one of the Company's domestic distributors, accounted for 19% of our revenue for the year ended March 31, 2014. Sales to BPC Engineering ("BPC"), one of the Company's Russian distributors, accounted for 17%, 11% and 26% of our revenue for the years ended March 31, 2014, 2013 and 2012, respectively. Sales to Horizon Power Systems ("Horizon"), one of the Company's domestic distributors, accounted for 12%, 27% and 19% of our revenue for the years ended March 31, 2014, 2013 and 2012, respectively. Additionally, BPC, Electro Mecanique Industries ("EMI"), one of the Company's distributors in the Middle East and Africa, and E-Finity accounted for 26%, 18% and 16%, respectively, of net accounts receivable as of March 31, 2014. BPC and Regatta Solutions, Inc., one of the Company's domestic distributors, accounted for 35% and 11%, respectively, of net accounts receivable as of March 31, 2013.

## Competition

The market for our products is highly competitive. Our microturbines compete with existing technologies such as reciprocating engines and may also compete with emerging distributed generation technologies, including solar power, wind-powered systems, fuel cells and other microturbines. Many potential customers rely on the utility grid for their electrical power. Many of our distributed generation competitors are large, well-established companies that derive competitive advantages from production economies of scale, worldwide presence, brand recognition and greater resources which they can devote to product development or promotion.

Generally, power purchased from the electric utility grid is less costly than power produced by distributed generation technologies. Utilities may also charge fees to interconnect to their power grids. However, we can provide economic benefits to end users in instances where the waste heat from our microturbine has value (CHP and CCHP), where fuel costs are low (renewable energy/renewable fuels), where the costs of connecting to the grid may be high or impractical (such as remote power applications), where reliability and power quality are of critical importance, or in situations where peak shaving could be economically advantageous because of highly variable electricity prices. Because Capstone microturbines can provide a reliable source of power and can operate on multiple fuel sources, management believes they offer a level of flexibility not currently offered by other technologies such as reciprocating engines.

Our reciprocating engine competitors have products and markets that are well developed and technologies that have been proven for some time. A reciprocating engine, also known as an internal combustion engine, is similar to those used in automotive applications. Reciprocating engines are popular for primary and back-up power applications despite higher levels of emissions, noise and maintenance. These technologies, which typically have a lower up-front cost than microturbines, are currently produced by Caterpillar Inc., Cummins Inc., Deutz Corporation, GE Gas Engines (which now includes Waukesha and Jenbacher), MAN SE, Tecogen, Inc. and Wärtsilä Corporation, among others.

Our microturbines may also compete with other distributed generation technologies, including solar power, wind power systems and fuel cells. Solar and wind powered systems produce no emissions. The main drawbacks to solar and wind powered systems are their dependence on weather conditions, the utility grid and high capital costs that can often make these systems uneconomical without government subsidies depending upon geographic locale and application of the technology. Although the market for fuel cells is still developing, a number of companies are focused on markets similar to ours, including FuelCell Energy Inc., Bloom Energy Corporation, LG Fuel Cell Systems, a business unit

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of LG Electronics, Plug Power Inc. and Ballard Power Systems Inc. Fuel cells have lower levels of NO<sub>x</sub>, CO, VOCs and other criteria pollutant emissions than our microturbines. Fuel cells, like solar and wind powered systems, have received higher levels of incentives for the same type of applications as microturbines. Management believes that, absent these higher government incentives, microturbines provide a better value to end users in most applications. However, over the medium-to-long term, fuel cell technology companies may introduce products that compete more directly with our microturbines.

We also compete with other companies who have microturbine products, including FlexEnergy and Turbec S.p.A.

Overall, we compete with end users' other options for electrical power and heat generation on the basis of our microturbine's ability to:

- provide power when a utility grid is not available or goes out of service;
- reduce total cost of purchasing electricity and fuel;
- improve electric power availability and provide high power quality;
- operate on multiple fuel types;
- reduce emissions (both criteria pollutants and greenhouse gases);
- simplify operation; and
- control maintenance costs and associated disposal of hazardous materials.

### **Governmental and Regulatory Impact**

Our markets can be positively or negatively impacted by the effects of governmental and regulatory matters. We are affected not only by energy policy, laws, regulations and incentives of governments in the markets in which we sell, but also by rules, regulations and costs imposed by utilities. Utility companies or governmental entities may place barriers on the installation or interconnection of our product with the electric grid. Further, utility companies may charge additional fees to customers who install on-site power generation; thereby reducing the electricity they take from the utility, or for having the capacity to use power from the grid for back-up or standby purposes. These types of restrictions, fees or charges could hamper the ability to install or effectively use our product, or increase the cost to our potential customers for using our systems. This could make our systems less desirable, thereby adversely affecting our revenue and profitability. In addition, utility rate reductions can make our products less competitive which would have a material adverse effect on our operations. These costs, incentives and rules are not always the same as those faced by technologies with which we compete. However, rules, regulations, laws and incentives could also provide an advantage to our distributed generation solutions as compared with competing technologies if we are able to achieve required compliance in a lower cost, more efficient manner. Additionally, reduced emissions and higher fuel efficiency could help our customers combat the effects of global warming. Accordingly, we may benefit from increased government regulations that impose tighter emission and fuel efficiency standards.

Capstone continues to engage with federal and state policymakers to develop government programs to promote the deployment of Capstone's low emission and energy efficient products. Linda Sanchez, U.S. Representative for California's 38th congressional district recently introduced H.R. 4428, or the American Microturbine Manufacturing and Clean Energy Deployment Act of 2014. This legislation may stimulate the market for Capstone products by increasing the investment tax credit available to microturbine projects. We cannot provide assurance that any such legislation will be enacted, however. In the wake of numerous destructive storms, several state and local governments are putting greater value in resilient distributed generation resources, including CHP and microgrids. However, utilities in other states have asked public utility commissioners to revisit incentive programs

and exemptions from grid usage charges for distributed generation technologies, arguing that these policies shift costs to other rate payers.

The United States Government is focused on promoting exports of American products with a specific emphasis on clean energy goods. Capstone participates in export promotion activities such as trade missions which help us enter new markets by facilitating interactions with foreign buyers and distributors. Government funding can impact the rate of development of new technologies. While we continue to receive development funding, committed amounts remaining are relatively low. Competing new technologies generally receive larger incentives and development funding than do microturbines. There are certain recent federal funding solicitations that may support microturbine development. We cannot provide any assurance that any proposal Capstone submits will be funded.

### **Sourcing and Manufacturing**

We are focused on continuously improving our supply chain effectiveness, strengthening our manufacturing processes and increasing operational efficiencies within our organization. Our microturbines are designed to achieve high volume and low cost production objectives. Our manufacturing designs include the use of conventional technology, which has been proven in high volume automotive and turbocharger production for many years. Many components used in the manufacture of our products are readily fabricated from commonly available raw materials or off-the-shelf items available from multiple supply sources; however, certain items are custom made to meet our specifications. We believe that in most cases, adequate capacity exists at our suppliers and that alternative sources of supply are available or could be developed within a reasonable period of time. We have an on-going program to develop alternative back-up suppliers for sole source parts. We regularly reassess the adequacy and abilities of our suppliers to meet our needs. We continue to evaluate and implement new systems designed to provide improved quality, reliability, service, greater efficiency and lower supply chain costs. We have substantially increased our focus on process controls and validations, supplier controls, distribution controls and providing our operations teams with the training and tools necessary to drive continuous improvement in product quality. In addition, we remain focused on examining our operations and general business activities to identify cost-improvement opportunities in order to enhance our operational effectiveness. Our ability to leverage these capabilities may be affected by the current variability in our demand volumes and forecasting. Our strategy is to identify primary and secondary sources for critical components when available to minimize factory down time due to unavailability of such parts, which could affect our ability to meet manufacturing schedules.

We have a combined total of approximately 109,000 square foot manufacturing footprint running on a single shift in the San Fernando Valley area of Southern California. We assemble and test units as well as manufacture air-bearings and certain combustion system components at our facility in Chatsworth, California. Additionally, we assemble and test our C200 and C1000 Series products and manufacture recuperator cores at our facility in Van Nuys, California. Management believes our manufacturing facilities located in Chatsworth and Van Nuys, California have a combined production capacity of approximately 2,000 units per year, depending on product mix. Excluding working capital requirements, management believes we can expand our combined production capacity to approximately 4,000 units per year, depending on product mix, with approximately \$10 to \$15 million of capital expenditures. We have not committed to this expansion nor identified a source for its funding, if available.

Solar Turbines Incorporated ("Solar"), a wholly owned subsidiary of Caterpillar Inc., was our sole supplier of recuperator cores prior to 2001. In 2000, we exercised an option to license Solar's technology, which allows us to manufacture these cores ourselves and we began manufacturing them in June 2001. The cores are subject to a per-unit royalty fee. As of March 31, 2014, cumulative royalties of \$0.5 million have been paid under the terms of the licensing agreement with Solar.



In September 2007, we entered into a Development and License Agreement (the "Development Agreement") with UTC, a division of United Technologies Corporation. The Development Agreement engaged UTC to fund and support our continued development and commercialization of our 200 kilowatt ("C200") microturbine. In return we agreed to pay a predetermined fixed rate for each microturbine system covered by the agreement. In August 2009, the Development Agreement was assigned by UTC to Carrier Corporation ("Carrier"). The fixed rate royalty was reduced by 50% during the three months ended September 30, 2013 as a result of the contractual reduction. As of March 31, 2014, cumulative royalties of \$13.4 million have been paid under the terms of the licensing agreement with Carrier.

## **Research and Development ("R&D")**

For the fiscal years ended March 31, 2014, 2013 and 2012, R&D expenses were \$9.0 million, \$9.0 million and \$8.2 million, respectively, and include 7%, 7% and 7% of total revenue, respectively, for these fiscal years. R&D expenses are reported net of benefits from cost-sharing programs, such as Department of Energy ("DOE") grants and the Development Agreement with Carrier. Benefits from cost-sharing programs were \$1.4 million, \$1.7 million and \$0.8 million for Fiscal 2014, 2013 and 2012, respectively. Our R&D activities enabled us to become one of the first companies to develop a commercially available microturbine that operates in parallel with the grid. We were the first company to successfully demonstrate a commercially available microturbine that operates on a stand-alone basis.

We are focused on making improvements to our C30, C65, and C200 products to be compliant with the new low and medium voltage grid inter-connect requirements in Europe for decentralized power generation. These improvements require hardware and software changes to our power inverters to allow power that can be fed into the grid smoothly and efficiently. In addition, we continue to work cost reduction activities to improve the direct material costs of our microturbine products. Current cost reduction activities are focused on leveraging the capabilities of our supply base through identification of value added suppliers, working with existing suppliers to identify process and tooling improvements, entering into long term agreements and transitioning parts to low cost manufacturing regions. Cross functional teams, including internal engineering resources and supplier resources, are used to drive changes with a focus on mutually beneficial long-term relationships.

In September 2011, we received CARB certification to the 2007 Fossil Fuel Standards for our C200 ICHP microturbine power systems. This standard represents the most stringent emissions standard worldwide set to the Best Available Control Technology ("BACT") for large central power plants. To put these emissions levels in perspective, it is challenging to measure the extremely low levels required with today's best emissions measurement equipment. These emissions levels were achieved through scaling and optimization of Capstone existing lean premix combustion technology.

We continue to release variants of the C200 product to provide the same features that we offer customers with our C30 and C65 microturbine products. A liquid fuel version of the C200 product has been developed with Capstone's lean premix combustion technology. This technology allows operation on various fuels by changing the injector to achieve the necessary fuel to air ratio mixture, fuel atomization, stability, and exhaust emission levels. The control system is modified to incorporate required algorithm modifications for start/stop sequencing and load state operation. Liquid fuel products are well suited for markets where customers do not have access to gaseous fuels but still demand the low emissions, low maintenance, and high reliability benefits offered by Capstone's microturbine products. Capstone received the 2011 NOVA Award from the Construction Innovation Forum for its C65 Hybrid UPS Microturbine at Syracuse University's data center—labeled one of the greenest data centers in the world. The product utilizes Capstone's inverter electronics and controls technology to provide continuous power quality to the customer critical load. The load inverter is connected through a central power bus to provide power from one of three available power sources including the utility grid, battery storage system, or microturbine generator. Power to the critical load is



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synchronized to an available utility grid to allow direct bypass of the critical load to the utility grid. This redundant functionality is provided in a single integrated package that can be scaled to a larger seamless power unit through Capstone's multipack feature. These units can also be combined with a heat recovery module or an absorption chiller to provide higher total output efficiency. Unlike current UPS products combined with reciprocating engines for backup, the low emissions of the Capstone Hybrid UPS product allow for continuous operation year round allowing customers the ability to receive a payback on their capital equipment investment. In November 2012, we received UL certification for our C65 Hybrid UPS microturbine system as meeting the UL 2200 stationary engine generator standards and the UL 1741 utility interconnection requirements.

We are continuing to work on product improvements to our C30 and C65 microturbine products targeted at the hybrid electric bus and truck market. Because of Capstone's single moving assembly, manufacturers believe there is also the opportunity to produce a lower cost product in larger automotive volumes. Our current focus is on a next generation product that would include existing components and a liquid-cooled set of electronics that are consistent with the size, cost and cooling strategies employed on vehicles today. During the 2011 Hybrid Truck User's Forum in Baltimore Maryland, it was announced that both Kenworth Truck Company and Peterbilt Motors Company are working with Capstone to demonstrate Class 7 and Class 8 microturbine range extended series hybrid trucks. Both vehicles are concept trucks intended to quantify the performance, efficiency, and economic benefits of a microturbine-based series hybrid solution. Future development efforts will be based on the lessons learned from these programs. In the meantime, Capstone has other hybrid vehicle customers that will benefit from continued development of this technology.

The C65 Liquid Fuel microturbine demonstrated emissions levels which meet the CARB 2010 standards for Heavy Duty Diesel Engines. These requirements are met using test procedures which evaluate emissions performance through start/stop and load transient cycles. Capstone is able to meet these extremely low emissions requirements using its lean premix combustion technology with no aftertreatment. Competitive reciprocating engine technologies require aftertreatment components that increase system cost, require frequent maintenance, and impact engine efficiency. The C30 Liquid Fuel microturbine met these requirements in March 2009. In August 2011, we announced configurations of the C30 and C65 compressed natural gas ("CNG") fueled microturbines that meet extremely low emission standards, including the U.S. Environmental Protection Agency and CARB 2010 emissions requirements for On-Road Heavy Duty Diesel Engines for Urban Bus. Test emissions from both the C30 and C65 Natural Gas microturbines measured dramatically less than the emissions levels set forth by the CARB standard including NO<sub>x</sub> at 75% and CO at 96% less than the required levels. We believe that future products will require the implementation of On Board Diagnostic controls to gain certification through the CARB.

Capstone is working with the Department of Energy ("DOE") on two next generation technology roadmap programs, including a High Efficiency Microturbine with integral heat recovery and advanced AFA (Alumina Forming Austenitic) stainless steel material program in partnership with Oak Ridge National Laboratory (ORNL). The High Efficiency Microturbine with integral heat recovery is focused on improving microturbine electrical efficiency and overall system efficiency utilizing heat recovery. AFA stainless steel is a material that offers superior oxidation and creep resistance to commercial heat-resistant steel alloys used in Capstone microturbines at a significantly reduced cost. We are currently focusing efforts on the development of the C370 Dual Spool High Efficiency Microturbine with integral heat recovery system. In March 2013, Capstone successfully completed proof-of-concept testing of the low pressure spool also known as the C250 that produced 270 kW as part of the first phase of development to increase power and electrical efficiency. This accomplishment allowed Capstone to successfully achieve Phase Gate 2 requirements of the DOE contract and proceed with high pressure spool development. Capstone also increased the power capability of the power electronics and electrical system required to support this higher power generator. The second phase of the

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program, which has now begun, is expected to incorporate further engine efficiency improvements, resulting in a product with a projected electrical efficiency of 42% and targeted power output of 370 kW. Improvements in efficiency are key to all markets as improved fuel efficiency benefits users through lower operating costs. We expect to commercialize these products into the C200/C1000 product family upon successful project completion and acceptable technical readiness level.

### **Protecting our Intellectual Property Rights and Patents**

We rely on a combination of patent, trade secret, copyright and trademark law and nondisclosure agreements to establish and protect our intellectual property rights in our products. In this regard, we have obtained 105 U.S. and 37 international patents (in certain cases covering the same technology in multiple jurisdictions). The patents we have obtained will expire between 2014 and 2027.

Management believes that a policy of protecting intellectual property is an important component of our strategy of being the leader in microturbine system technology and will provide us with a long-term competitive advantage. In addition, we implement security procedures at our plants and facilities and have confidentiality agreements with our suppliers, distributors, employees and certain visitors to our facilities.

### **Organization and Employees**

We were organized in 1988. On June 22, 2000, we reincorporated as a Delaware corporation.

As of March 31, 2014, we had 225 employees. No employees are covered by collective bargaining arrangements. We consider relations with our employees to be good.

### **Available Information**

This Form 10-K, as well as our quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") are made available free of charge on the Company's Internet website (<http://www.capstoneturbine.com>) as soon as reasonably practicable after such materials are electronically filed with or furnished to the Securities and Exchange Commission ("SEC").

### **Item 1A. Risk Factors.**

*This document contains certain forward-looking statements (as such term is defined in Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Exchange Act) pertaining to, among other things,*

- *our results of operations;*
- *profits and losses;*
- *R&D activities;*
- *sales expectations;*
- *our ability to develop markets for our products;*
- *sources for parts;*
- *federal, state and local government regulations;*
- *general business;*
- *industry and economic conditions applicable to us;*

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- *the efficiency, reliability and environmental advantages of our products and their need for maintenance;*
- *our ability to be cost-competitive and to outperform competition;*
- *customer satisfaction;*
- *the value of using our products;*
- *our ability to achieve economies of scale;*
- *market advantage;*
- *return on investments;*
- *issues with suppliers;*
- *anticipation of product supply requirements;*
- *listing requirements;*
- *our microturbine technology;*
- *the utilization of our products;*
- *competition;*
- *the introduction of new technologies;*
- *our production capacity;*
- *protection of intellectual property;*
- *the adequacy of our facilities;*
- *dividends;*
- *business strategy;*
- *product development;*
- *capital resources;*
- *capital expenditures;*
- *liquidity;*
- *amortization expense of intangibles;*
- *cost of warranties;*
- *stock-based compensation;*
- *our stockholders rights plan;*
- *purchase and lease commitments;*
- *current liabilities;*
- *recently issued accounting standards;*
- *market risk;*
- *interest rate sensitivity; and*
- *growth of the shale gas market.*



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*These statements are based largely on our current expectations, estimates and forecasts and are subject to a number of risks and uncertainties. Actual results could differ materially from those anticipated by these forward-looking statements. Factors that can cause actual results to differ materially include, but are not limited to, those discussed below. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The following factors should be considered in addition to the other information contained herein in evaluating Capstone and its business. We assume no obligation to update any of the forward-looking statements after the filing of this Annual Report to conform such statements to actual results or to changes in our expectations, except as may be required by law.*

*The following are risk factors that could affect our business, financial condition, results of operations, and cash flows. These risk factors should be considered in connection with evaluating the forward-looking statements contained in this Annual Report because these factors could cause actual results and conditions to differ materially from those projected in forward-looking statements. Before you invest in our publicly traded securities, you should know that making such an investment involves some risks, including the risks described below. Additional risks of which we may not be aware or that we currently believe are immaterial may also impair our business operations or our stock price. If any of the risks actually occur, our business, financial condition, results of operations or cash flow could be negatively affected. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment. In assessing these risks, investors should also refer to the other information contained or incorporated by reference in this Annual Report, our quarterly reports on Form 10-Q and other documents filed by us from time to time.*

***Our operating history is characterized by net losses. We anticipate further losses and we may never become profitable.***

Since inception, we have incurred annual operating losses. We expect this trend to continue until such time that we can sell a sufficient number of units and achieve a cost structure to become profitable. Our business is such that we have relatively few customers and limited repeat business. As a result, we may not maintain or increase revenue. We may not have adequate cash resources to reach the point of profitability, and we may never become profitable. Even if we do achieve profitability, we may be unable to increase our sales and sustain or increase our profitability in the future.

***We may be unable to fund our future operating requirements, which could force us to curtail our operations.***

To the extent that the funds we now have on hand are insufficient to fund our future operating requirements, we would need to raise additional funds, through further public or private equity or debt financings depending upon prevailing market conditions. These financings may not be available or, if available, may be on terms that are not favorable to us and could result in dilution to our stockholders and reduction of the trading price of our stock. The state of worldwide capital markets could also impede our ability to raise additional capital on favorable terms or at all. If adequate capital were not available to us, we likely would be required to significantly curtail our operations or possibly even cease our operations.

We maintain two Credit and Security Agreements (the "Agreements"), with Wells Fargo Bank, National Association, ("Wells Fargo"), that provide us with a credit facility up to \$15.0 million in the aggregate. At March 31, 2014, we had \$13.2 million outstanding under this line of credit. Under this credit facility, we are required to satisfy specified financial and restrictive covenants. Failure to comply with these covenants could cause an event of default which, if not cured or waived, could require us to repay substantial indebtedness immediately or allow Wells Fargo to terminate the credit facility. In addition, we have pledged our accounts receivable, inventories, equipment, patents and other assets as collateral under the Agreements which would be subject to seizure by Wells Fargo if we were in default and unable to repay the indebtedness.

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Several times since entering into the Agreements, we have not been in compliance with certain covenants under the Agreements. In connection with each event of noncompliance, Wells Fargo waived the event of default and, on several occasions, we amended the Agreements in response to the default. As of March 31, 2014, we were not in compliance with the annual net income financial covenant contained in the Agreements, as amended. On April 25, 2014, we received from Wells Fargo a waiver of such noncompliance. If we had not obtained the default waivers, or if we are ever again in noncompliance, we would not be able to draw additional funds under the credit facility. The Agreement also defines an event of default to include a material adverse effect on our business, as determined by Wells Fargo. An event of default for this or any other reason, if not waived, would have a material adverse effect on the Company.

Our obligations under the credit facility could have important consequences, including the following:

- We may have difficulty obtaining additional financing at favorable interest rates to meet our requirements for operations, capital expenditures, general corporate or other purposes.
- We will be required to dedicate a substantial portion of our cash flow to the payment of principal and interest on indebtedness, which will reduce the amount of funds available for operations, capital expenditures and future acquisitions.
- We may be required to repay our indebtedness immediately if we default on any of the numerous financial or other restrictive covenants contained in the Agreements. It is not certain whether we will have, or will be able to obtain, sufficient funds to make these accelerated payments. If any outstanding indebtedness under the credit facility is accelerated, our assets may not be sufficient to repay such indebtedness.

For more information, see the section below entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources."

***If we are unable to either substantially improve our operating results or obtain additional financing, we may be unable to continue as a going concern.***

Should we be unable to execute our plans to build sales and margins while controlling costs, we may be unable to continue as a going concern on a longer term basis. In particular, we must generate positive cash flow from operations and net income and otherwise improve our results of operations substantially on a longer term basis. Our available cash and proceeds from future financings, if any, that we may be able to obtain, may not be sufficient to fund our operating expenses, capital expenditures and other cash requirements. Any such lack of funds would affect our ability to continue as a going concern. These events and circumstances could have a material adverse effect on our ability to raise additional capital and on the market value of our common stock and our ability to maintain a credit facility acceptable to the Company. Moreover, should we experience a cash shortage that requires us to curtail or cease our operations, or should we be unable to continue as a going concern, you could lose all or part of your investments in our securities.

***Impairment charges on our long-lived assets, including intangible assets with finite lives would adversely affect our financial position and results of operations.***

We evaluate the carrying value of long-lived assets, including intangible assets with finite lives, for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. To determine whether impairment has occurred, we compare the undiscounted cash flows of the long-lived asset group with its carrying value. The estimation of future cash flows requires significant estimates of factors that include future sales growth, gross margin performance, including our estimates of reductions in our direct material costs, and reductions in operating expenses.

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If our sales growth, gross margin performance or other estimated operating results are not achieved at or above our forecasted level, or inflation exceeds our forecast, the carrying value of our asset group may prove to be unrecoverable and we may incur impairment charges in the future. In addition, significant and unanticipated changes in circumstances, such as significant adverse changes in business climate, unanticipated competition, loss of key customers or changes in technology or markets, could require a charge for impairment that can materially and adversely affect our reported net loss and our stockholders' equity.

***A sustainable market for microturbines may never develop or may take longer to develop than we anticipate which would adversely affect our results of operations.***

Our products represent an emerging market, and we do not know whether our targeted customers will accept our technology or will purchase our products in sufficient quantities to allow our business to grow. To succeed, demand for our products must increase significantly in existing markets, and there must be strong demand for products that we introduce in the future. If a sustainable market fails to develop or develops more slowly than we anticipate, we may be unable to recover the losses we have incurred to develop our products, we may have further impairment of assets, and we may be unable to meet our operational expenses. The development of a sustainable market for our systems may be hindered by many factors, including some that are out of our control. Examples include:

- consumer reluctance to try a new product;
- regulatory requirements;
- the cost competitiveness of our microturbines;
- costs associated with the installation and commissioning of our microturbines;
- maintenance and repair costs associated with our microturbines;
- the future costs and availability of fuels used by our microturbines;
- economic downturns and reduction in capital spending;
- consumer perceptions of our microturbines' safety and quality;
- the emergence of newer, more competitive technologies and products; and
- decrease in domestic and international incentives.

***Our operating results are dependent, in large part, upon the successful commercialization of our products. Failure to produce our products as scheduled and budgeted would materially and adversely affect our business and financial condition.***

We cannot be certain that we will deliver ordered products in a timely manner. Any reliability or quality issues that may arise with our products could prevent or delay scheduled deliveries or adversely impact the performance of our products. Any such delays or costs could significantly impact our business, financial condition and operating results.

***We may not be able to produce our products on a timely basis if we fail to correctly anticipate product supply requirements or if we suffer delays in production resulting from issues with our suppliers. Our suppliers may not supply us with a sufficient amount of components or components of adequate quality, or they may provide components at significantly increased prices.***

Some of our components are currently available only from a single source or limited sources. We may experience delays in production if we fail to identify alternative suppliers, or if any parts supply is interrupted, each of which could materially adversely affect our business and operations. In order to

reduce manufacturing lead times and ensure adequate component supply, we enter into agreements with certain suppliers that allow them to procure inventories based upon criteria defined by us. If we fail to anticipate customer demand properly, an oversupply of parts could result in excess or obsolete inventories, which could adversely affect our business. Additionally, if we fail to correctly anticipate our internal supply requirements, an undersupply of parts could limit our production capacity. Our inability to meet volume commitments with suppliers could affect the availability or pricing of our parts and components. A reduction or interruption in supply, a significant increase in price of one or more components or a decrease in demand of products could materially adversely affect our business and operations and could materially damage our customer relationships. Financial problems of suppliers on whom we rely could limit our supply of components or increase our costs. Also, we cannot guarantee that any of the parts or components that we purchase will be of adequate quality or that the prices we pay for the parts or components will not increase. Inadequate quality of products from suppliers could interrupt our ability to supply quality products to our customers in a timely manner. Additionally, defects in materials or products supplied by our suppliers that are not identified before our products are placed in service by our customers could result in higher warranty costs and damage to our reputation. We also outsource certain of our components internationally and expect to increase international outsourcing of components. As a result of outsourcing internationally, we may be subject to delays in delivery because of regulations associated with the import/export process, delays in transportation or regional instability.

***We may not be able to effectively manage our growth, expand our production capabilities or improve our operational, financial and management information systems, which would impair our results of operations.***

If we are successful in executing our business plan, we will experience growth in our business that could place a significant strain on our business operations, management and other resources. Our ability to manage our growth will require us to expand our production capabilities, continue to improve our operational, financial and management information systems, and to motivate and effectively manage our employees. We cannot provide assurance that our systems, procedures and controls or financial resources will be adequate, or that our management will keep pace with this growth. We cannot provide assurance that our management will be able to manage this growth effectively.

***Adverse economic conditions may have an impact on our business and financial condition, including some effects we may not be able to predict.***

Adverse economic conditions may prevent our customers from purchasing our products or delay their purchases, which would adversely affect our business, financial condition and results of operations. In addition, our ability to access the capital markets may be severely restricted or made very expensive at a time when we need, or would like, to do so, which could have a material adverse impact on our liquidity and financial resources. Certain industries in which our customers do business and certain geographic areas have been and could continue to be adversely affected by the continued recession in economic activity.

***Product quality expectations may not be met, causing slower market acceptance or warranty cost exposure.***

In order to achieve our goal of improving the quality and lowering the total costs of ownership of our products, we may require engineering changes. Such improvement initiatives may render existing inventories obsolete or excessive. Despite our continuous quality improvement initiatives, we may not meet customer expectations. Any significant quality issues with our products could have a material adverse effect on our rate of product adoption, results of operations, financial condition and cash flow. Moreover, as we develop new configurations for our microturbines and as our customers place existing configurations in commercial use, our products may perform below expectations. Any significant performance below expectations could adversely affect our operating results, financial condition and cash flow and affect the marketability of our products.



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We sell our products with warranties. There can be no assurance that the provision for estimated product warranty will be sufficient to cover our warranty expenses in the future. We cannot ensure that our efforts to reduce our risk through warranty disclaimers will effectively limit our liability. Any significant incurrence of warranty expense in excess of estimates could have a material adverse effect on our operating results, financial condition and cash flow. Further, we have at times undertaken programs to enhance the performance of units previously sold. These enhancements have at times been provided at no cost or below our cost. If we choose to offer such programs again in the future, such actions could result in significant costs.

***We operate in a highly competitive market among competitors who have significantly greater resources than we have and we may not be able to compete effectively.***

Capstone microturbines compete with several technologies, including reciprocating engines, fuel cells and solar power. Competing technologies may receive certain benefits, like governmental subsidies or promotion, or be able to offer consumer rebates or other incentives that we cannot receive or offer to the same extent. This could enhance our competitors' abilities to fund research, penetrate markets or increase sales. We also compete with other manufacturers of microturbines.

Our competitors include several well-known companies with histories of providing power solutions. They have substantially greater resources than we do and have established worldwide presence. Because of greater resources, some of our competitors may be able to adapt more quickly to new or emerging technologies and changes in customer requirements, to devote greater resources to the promotion and sale of their products than we can or lobby for governmental regulations and policies to create competitive advantages vis-à-vis our products. We believe that developing and maintaining a competitive advantage will require continued investment by us in product development and quality, as well as attention to product performance, our product prices, our conformance to industry standards, manufacturing capability and sales and marketing. In addition, current and potential competitors have established or may in the future establish collaborative relationships among themselves or with third parties, including third parties with whom we have business relationships. Accordingly, new competitors or alliances may emerge and rapidly acquire significant market share.

Overall, the market for our products is highly competitive and is changing rapidly. We believe that the primary competitive factors affecting the market for our products, including some that are outside of our control, include:

- name recognition, historical performance and market power of our competitors;
- product quality and performance;
- operating efficiency;
- product price;
- availability, price and compatibility of fuel;
- development of new products and features; and
- emissions levels.

There is no assurance that we will be able to successfully compete against either current or potential competitors or that competition will not have a material adverse effect on our business, operating results, financial condition and cash flow.

***If we do not effectively implement our sales, marketing and service plans, our sales will not grow and our results of operations will suffer.***

Our sales and marketing efforts may not achieve intended results and, therefore, may not generate the revenue we anticipate. As a result of our corporate strategies, we have decided to focus our

resources on selected vertical markets. We may change our focus to other markets or applications in the future. There can be no assurance that our focus or our near term plans will be successful. If we are not able to address markets for our products successfully, we may not be able to grow our business, compete effectively or achieve profitability.

***Our sales and results of operations could be materially and adversely impacted by risks inherent in international markets.***

As we expand in international markets, customers may have difficulty or be unable to integrate our products into their existing systems or may have difficulty complying with foreign regulatory and commercial requirements. As a result, our products may require redesign. Any redesign of the product may delay sales or cause quality issues. In addition, we may be subject to a variety of other risks associated with international business, including import/export restrictions, fluctuations in currency exchange rates and global economic or political instability. Two of our top distributors are located in Russia and Belgium, and therefore we are particularly susceptible to risks associated with doing business in these two countries.

***The current geopolitical instability in Russia and Ukraine and related sanctions by the U.S. government against certain companies and individuals may hinder our ability to conduct business with potential or existing customers and vendors in these countries.***

We derived approximately 17% and 11% of our revenue from Russia during Fiscal 2014 and Fiscal 2013, respectively. The continuation or escalation of the current geopolitical instability in Russia and Ukraine could negatively impact our operations, sales, and future growth prospects in that region. Recently, the U.S. government imposed sanctions through several executive orders restricting U.S. companies from conducting business with specified Russian and Ukrainian individuals and companies. While we believe that the executive orders currently do not preclude us from conducting business with our current customers in Russia, the sanctions imposed by the U.S. government may be expanded in the future to restrict us from engaging with them. If we are unable to conduct business with new or existing customers or pursue opportunities in Russia or Ukraine, our business, including revenue, profitability and cash flows, could be materially adversely affected. In addition, we are currently evaluating the impact of the executive orders on our relationships with vendors. If we are unable to conduct business with certain vendors, our operations in Russia and the Ukraine could be materially adversely affected.

***We have identified a material weakness in our internal controls over financial reporting which existed as of March 31, 2014. If we fail to properly remediate this or any future weaknesses or fail to maintain effective internal controls, there will be an adverse impact on our operations or the market price of our common stock.***

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we are required to include in our annual reports on Form 10-K our assessment of the effectiveness of our internal controls over financial reporting. As of March 31, 2014, a material weakness was detected which related to our risk assessment process. There can be no assurance that we will be able to implement fully our plan and controls to address this material weakness or that the plan and controls, if implemented, will be successful in remediating this material weakness. In addition, we may in the future identify further material weaknesses in our internal controls over financial reporting that we have not discovered to date. If we cannot adequately maintain the effectiveness of our internal controls over financial reporting, we might be subject to sanctions or investigation by regulatory authorities, such as the SEC. Any such action could adversely affect our financial results and the market price of our securities.

***We may not be able to retain or develop relationships with OEMs or distributors in our targeted markets, in which case our sales would not increase as expected.***

In order to serve certain of our targeted markets, we believe that we must ally ourselves with companies that have particular expertise or better access to those markets. We believe that retaining or developing relationships with strong OEMs (which to date have typically resold our products under their own brands or packaged our products with other products as part of an integrated unit) or distributors in these targeted markets can improve the rate of adoption as well as reduce the direct financial burden of introducing a new technology and creating a new market. Because of OEMs' and distributors' relationships in their respective markets, the loss of an OEM or distributor could adversely impact the ability to penetrate our target markets. We offer our OEMs and distributors stated discounts from list price for the products they purchase. In the future, to attract and retain OEMs and distributors we may provide volume price discounts or otherwise incur significant costs that may reduce the potential revenues from these relationships. We may not be able to retain or develop appropriate OEMs and distributors on a timely basis, and we cannot provide assurance that the OEMs and distributors will focus adequate resources on selling our products or will be successful in selling them. In addition, some of the relationships may require that we grant exclusive distribution rights in defined territories. These exclusive distribution arrangements could result in our being unable to enter into other arrangements at a time when the OEM or distributor with whom we form a relationship is not successful in selling our products or has reduced its commitment to market our products. We cannot provide assurance that we will be able to negotiate collaborative relationships on favorable terms or at all. Our inability to have appropriate distribution in our target markets may adversely affect our financial condition, results of operations and cash flow.

***Activities necessary to integrate any future acquisitions may result in costs in excess of current expectations or be less successful than anticipated.***

During Fiscal 2010, we completed the acquisition of certain assets relating to the microturbine business of CPS, and we may acquire other businesses in the future. The success of these transactions will depend on, among other things, our ability to develop productive relationships with the corresponding distributors and to integrate assets and personnel, if any, acquired in these transactions and to apply our internal controls processes to these acquired businesses. The integration of any acquired businesses or significant assets may require significant attention from our management, and the diversion of management's attention and resources could have a material adverse effect on our ability to manage our business. Furthermore, we may not realize the degree or timing of benefits we anticipated when we first enter into these transactions. If actual integration costs are higher than amounts assumed, if we are unable to integrate the assets and personnel acquired in an acquisition as anticipated, or if we are unable to fully benefit from anticipated synergies, our business, financial condition, results of operations, and cash flows could be materially adversely affected.

***We have substantial accounts receivable, and increased bad debt expense or delays in collecting accounts receivable could have a material adverse effect on our cash flows and results of operations.***

Our accounts receivable balance, net of allowances, was \$28.0 million and \$17.9 million as of March 31, 2014 and March 31, 2013, respectively. Days sales outstanding in accounts receivable (DSO) at the end of Fiscal 2014 was 70 days, compared with 46 days at the end of Fiscal 2013. We recorded bad debt expense of \$0.2 million and \$0.3 million during Fiscal 2014 and Fiscal 2013, respectively. No assurances can be given that future bad debt expense will not increase above current operating levels. Increased bad debt expense or delays in collecting accounts receivable could have a material adverse effect on cash flows and results of operations.

***Loss of a significant customer could have a material adverse effect on our results of operations.***

E-Finity, BPC and Horizon accounted for approximately 19%, 17% and 12%, respectively, of our revenue for Fiscal 2014. Additionally, BPC and E-Finity accounted for 26% and 16%, respectively, of net accounts receivable as of March 31, 2014. The loss of E-Finity, Horizon, BPC or any other significant customers could adversely affect our results of operations.

***We may not be able to develop sufficiently trained applications engineering, installation and service support to serve our targeted markets.***

Our ability to identify and develop business relationships with companies who can provide quality, cost-effective application engineering, installation and service can significantly affect our success. The application engineering and proper installation of our microturbines, as well as proper maintenance and service, are critical to the performance of the units. Additionally, we need to reduce the total installed cost of our microturbines to enhance market opportunities. Our inability to improve the quality of applications, installation and service while reducing associated costs could affect the marketability of our products.

***Changes in our product components may require us to replace parts held at distributors.***

We have entered into agreements with some of our distributors requiring that if we render parts obsolete in inventories they own and hold in support of their obligations to serve fielded microturbines, we are required to replace the affected stock at no cost to the distributors. It is possible that future changes in our product technology could involve costs that have a material adverse effect on our results of operations, cash flow or financial position.

***We operate in a highly regulated business environment, and changes in regulation could impose significant costs on us or make our products less economical, thereby affecting demand for our microturbines.***

Our products are subject to federal, state, local and foreign laws and regulations, governing, among other things, emissions and occupational health and safety. Regulatory agencies may impose special requirements for the implementation and operation of our products or that may significantly affect or even eliminate some of our target markets. We may incur material costs or liabilities in complying with government regulations. In addition, potentially significant expenditures could be required in order to comply with evolving environmental and health and safety laws, regulations and requirements that may be adopted or imposed in the future. Furthermore, our potential utility customers must comply with numerous laws and regulations. The deregulation of the utility industry may also create challenges for our marketing efforts. For example, as part of electric utility deregulation, federal, state and local governmental authorities may impose transitional charges or exit fees, which would make it less economical for some potential customers to switch to our products. We can provide no assurances that we will be able to obtain these approvals and changes in a timely manner, or at all. Non-compliance with applicable regulations could have a material adverse effect on our operating results.

The market for electricity and generation products is heavily influenced by federal and state government regulations and policies. The deregulation and restructuring of the electric industry in the United States and elsewhere may cause rule changes that may reduce or eliminate some of the advantages of such deregulation and restructuring. We cannot determine how any deregulation or restructuring of the electric utility industry may ultimately affect the market for our microturbines. Changes in regulatory standards or policies could reduce the level of investment in the research and development of alternative power sources, including microturbines. Any reduction or termination of such programs could increase the cost to our potential customers, making our systems less desirable, and thereby adversely affect our revenue and other operating results.

***Utility companies or governmental entities could place barriers to our entry into the marketplace, and we may not be able to effectively sell our products.***

Utility companies or governmental entities could place barriers on the installation of our products or the interconnection of the products with the electric grid. Further, they may charge additional fees to customers who install on-site generation or have the capacity to use power from the grid for back-up or standby purposes. These types of restrictions, fees or charges could hamper the ability to install or effectively use our products or increase the cost to our potential customers for using our systems. This could make our systems less desirable, thereby adversely affecting our revenue and other operating results. In addition, utility rate reductions can make our products less competitive which would have a material adverse effect on our operations. The cost of electric power generation bears a close relationship to natural gas and other fuels. However, changes to electric utility tariffs often require lengthy regulatory approval and include a mix of fuel types as well as customer categories. Potential customers may perceive the resulting swings in natural gas and electric pricing as an increased risk of investing in on-site generation.

***We depend upon the development of new products and enhancements of existing products.***

Our operating results depend on our ability to develop and introduce new products, enhance existing products and reduce the costs to produce our products. The success of our products is dependent on several factors, including proper product definition, product cost, timely completion and introduction of the products, differentiation of products from those of our competitors, meeting changing customer requirements, emerging industry standards and market acceptance of these products. The development of new, technologically advanced products and enhancements is a complex and uncertain process requiring high levels of innovation, as well as the accurate anticipation of technological and market trends. There can be no assurance that we will successfully identify new product opportunities, develop and bring new or enhanced products to market in a timely manner, successfully lower costs and achieve market acceptance of our products, or that products and technologies developed by others will not render our products or technologies obsolete or noncompetitive.

***Operational restructuring may result in asset impairment or other unanticipated charges.***

As a result of our corporate strategy, we have identified opportunities to outsource to third-party suppliers certain functions which we currently perform. We believe outsourcing can reduce product costs, improve product quality and increase operating efficiency. These actions may not yield the expected results, and outsourcing may result in production delays or lower quality products. Transitioning to outsourcing may cause certain of our affected employees to leave before the outsourcing is complete. This could result in a lack of the experienced in-house talent necessary to successfully implement the outsourcing. Further, depending on the nature of operations outsourced and the structure of agreements we reach with suppliers to perform these functions, we may experience impairment in the value of manufacturing assets related to the outsourced functions or other unanticipated charges, which could have a material adverse effect on our operating results.

***We may not achieve production cost reductions necessary to competitively price our products, which would adversely affect our sales.***

We believe that we will need to reduce the unit production cost of our products over time to maintain our ability to offer competitively priced products. Our ability to achieve cost reductions will depend on our ability to develop low cost design enhancements, to obtain necessary tooling and favorable supplier contracts and to increase sales volumes so we can achieve economies of scale. We cannot provide assurance that we will be able to achieve any such production cost reductions. Our

failure to achieve such cost reductions could have a material adverse effect on our business and results of operations.

***Commodity market factors impact our costs and availability of materials.***

Our products contain a number of commodity materials from metals, which include steel, special high temperature alloys, copper, nickel and molybdenum, to computer components. The availability of these commodities could impact our ability to acquire the materials necessary to meet our production requirements. The cost of metals has historically fluctuated. The pricing could impact the costs to manufacture our products. If we are not able to acquire commodity materials at prices and on terms satisfactory to us or at all, our operating results may be materially adversely affected.

***Our products involve a lengthy sales cycle and we may not anticipate sales levels appropriately, which could impair our results of operations.***

The sale of our products typically involves a significant commitment of capital by customers, with the attendant delays frequently associated with large capital expenditures. For these and other reasons, the sales cycle associated with our products is typically lengthy and subject to a number of significant risks over which we have little or no control. We expect to plan our production and inventory levels based on internal forecasts of customer demand, which is highly unpredictable and can fluctuate substantially. If sales in any period fall significantly below anticipated levels, our financial condition, results of operations and cash flow would suffer. If demand in any period increases well above anticipated levels, we may have difficulties in responding, incur greater costs to respond, or be unable to fulfill the demand in sufficient time to retain the order, which would negatively impact our operations. In addition, our operating expenses are based on anticipated sales levels, and a high percentage of our expenses are generally fixed in the short term. As a result of these factors, a small fluctuation in timing of sales can cause operating results to vary materially from period to period.

***Potential litigation may adversely impact our business.***

We may face litigation relating to labor matters or other matters. Any litigation could be costly, divert management attention or result in increased cost of doing business.

***Our business could be negatively impacted if we fail to adequately protect our intellectual property rights or if third parties claim that we are in violation of their intellectual property rights.***

We view our intellectual property rights as important assets. We seek to protect our intellectual property rights through a combination of patent, trademark, copyright and trade secret laws, as well as licensing and confidentiality agreements. These protections may not be adequate to prevent third parties from using our intellectual property without our authorization, breaching any confidentiality agreements with us, copying or reverse engineering our products, or developing and marketing products that are substantially equivalent to or superior to our own. The unauthorized use of our intellectual property by others could reduce our competitive advantage and harm our business. If it became necessary for us to litigate to protect these rights, any proceedings could be burdensome and costly and we may not prevail. We cannot guarantee that any patents, issued or pending, will provide us with any competitive advantage or will not be challenged by third parties. Moreover, the expiration of our patents may lead to increased competition with respect to certain products. In addition, we cannot be certain that we do not or will not infringe third parties' intellectual property rights. Any such claim, even if it is without merit, may be expensive and time-consuming to defend, subject us to damages, cause us to cease making, using or selling certain products that incorporate the disputed intellectual property, require us to redesign our products, divert management time and attention and/or require us to enter into costly royalty or licensing arrangements.

***Our results of operations could be materially and adversely affected by risks related to cyber security threats.***

As a manufacturer of high technology commercial products, we face cyber security threats, as well as the potential for business disruptions associated with information technology failures or cyber security attacks. We routinely experience cyber security threats, threats to our information technology infrastructure and attempts to gain access to our sensitive information. Because of the evolving nature of these security threats, the impact of any future incident cannot be predicted. The occurrence of any of these events could adversely affect our results of operations, the services we provide to customers, the competitive advantages derived from our R&D efforts, the usefulness of our products and services, our reputation or our stock price.

***We may incur costs and liabilities as a result of product liability claims.***

We face a risk of exposure to product liability claims in the event that the use of our products is alleged to have resulted in injury or other damage. Although we currently maintain product liability insurance coverage, we may not be able to obtain such insurance on acceptable terms in the future, if at all, or obtain insurance that will provide adequate coverage against potential claims. Product liability claims can be expensive to defend and can divert the attention of management and other personnel for long periods of time, regardless of the ultimate outcome. A significant unsuccessful product liability defense could have a material adverse effect on our financial condition and results of operations. In addition, we believe our business depends on the strong brand reputation we have developed. If our reputation is damaged, we may face difficulty in maintaining our market share and pricing with respect to some of our products, which could reduce our sales and profitability.

***We have significant tax assets, usage of which may be subject to limitations in the future.***

At March 31, 2014, we had federal and state net operating loss carryforwards of approximately \$606.2 million and \$226.9 million, respectively, which may be utilized to reduce future taxable income, subject to limitations under Section 382 of the Internal Revenue Code of 1986. These deferred tax assets have been fully offset by a valuation allowance. Any subsequent accumulations of common stock ownership leading to a change of control under Section 382 of the U.S. Internal Revenue Code of 1986, including through sales of stock by large stockholders, all of which are outside of our control, could limit and defer our ability to utilize our net operating loss carryforwards to offset future federal income tax liabilities.

***Our success depends in significant part upon the continuing service of management and key employees.***

Our success depends in significant part upon the continuing service of our executive officers, senior management and sales and technical personnel. The failure of our personnel to execute our strategy or our failure to retain management and personnel could have a material adverse effect on our business. Our success will be dependent on our continued ability to attract, retain and motivate highly skilled employees. There can be no assurance that we can do so.

Our internal control systems rely on people trained in the execution of the controls. Loss of these people or our inability to replace them with similarly skilled and trained individuals or new processes in a timely manner could adversely impact our internal control mechanisms.

***Our operations are vulnerable to interruption by fire, earthquake and other events beyond our control.***

Our operations are vulnerable to interruption by fire, earthquake and other events beyond our control. Our executive offices and manufacturing facilities are located in southern California. Because the southern California area is located in an earthquake-sensitive area, we are particularly susceptible to the risk of damage to, or total destruction of, our facilities in southern California and the surrounding transportation infrastructure, which could affect our ability to make and transport our



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products. If an earthquake, fire or other natural disaster occurs at or near our facilities, our business, financial condition, operating results and cash flow could be materially adversely affected.

***If we fail to meet all applicable Nasdaq Global Market requirements and Nasdaq determines to delist our common stock, the delisting could adversely affect the market liquidity of our common stock, impair the value of your investment and adversely affect our ability to raise needed funds.***

Our common stock is listed on the Nasdaq Global Market. In order to maintain that listing, we must satisfy minimum financial and other requirements. On December 21, 2012, we received a notice from the Nasdaq Listing Qualifications Department stating that, for the prior 30 consecutive business days, the closing bid price for our common stock had been below the minimum \$1.00 per share requirement for continued listing on the Nasdaq Global Market as set forth in Nasdaq Listing Rule 5450(a)(1). We subsequently regained compliance with the minimum bid price requirement. However, there can be no assurance that we will be able to comply with the continued listing standards in the future.

If we fail to meet all applicable Nasdaq Global Market requirements in the future and Nasdaq determines to delist our common stock, the delisting could adversely affect the market liquidity of our common stock and adversely affect our ability to obtain financing for the continuation of our operations. This delisting could also impair the value of your investment.

***The market price of our common stock has been and may continue to be highly volatile and you could lose all or part of your investment in our securities.***

An investment in our securities is risky, and stockholders could lose their investment in our securities or suffer significant losses and wide fluctuations in the market value of their investment. The market price of our common stock is highly volatile and is likely to continue to be highly volatile. Given the continued uncertainty surrounding many variables that may affect our business and the industry in which we operate, our ability to foresee results for future periods is limited. This variability could affect our operating results and thereby adversely affect our stock price. Many factors that contribute to this volatility are beyond our control and may cause the market price of our common stock to change, regardless of our operating performance. Factors that could cause fluctuation in our stock price may include, among other things:

- actual or anticipated variations in quarterly operating results;
- market sentiment toward alternative energy stocks in general or toward Capstone;
- changes in financial estimates or recommendations by securities analysts;
- conditions or trends in our industry or the overall economy;
- loss of one or more of our significant customers;
- errors, omissions or failures by third parties in meeting commitments to us;
- changes in the market valuations or earnings of our competitors or other technology companies;
- the trading of options on our common stock;
- announcements by us or our competitors of significant acquisitions, strategic partnerships, divestitures, joint ventures or other strategic initiatives;
- announcements of significant market events, such as power outages, regulatory changes or technology changes;
- changes in the estimation of the future size and growth rate of our market;



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- future equity financings;
- the failure to produce our products on a timely basis in accordance with customer expectations;
- the inability to obtain necessary components on time and at a reasonable cost;
- litigation or disputes with customers or business partners;
- capital commitments;
- additions or departures of key personnel;
- sales or purchases of our common stock;
- the trading volume of our common stock;
- developments relating to litigation or governmental investigations; and
- decreases in oil, natural gas and electricity prices.

In addition, the stock market in general, and the Nasdaq Global Market and the market for technology companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of particular companies affected. The market prices of securities of technology companies and companies servicing the technology industries have been particularly volatile. These broad market and industry factors may cause a material decline in the market price of our common stock, regardless of our operating performance. In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been instituted against that company. This type of litigation, regardless of whether we prevail on the underlying claim, could result in substantial costs and a diversion of management's attention and resources, which could materially harm our financial condition, results of operations and cash flow.

***Provisions in our certificate of incorporation, bylaws and our stockholder rights plan, as well as Delaware law, may discourage, delay or prevent a merger or acquisition at a premium price.***

Provisions of our second amended and restated certificate of incorporation, amended and restated bylaws and our stockholder rights plan, as well as provisions of the General Corporation Law of the State of Delaware, could discourage, delay or prevent unsolicited proposals to merge with or acquire us, even though such proposals may be at a premium price or otherwise beneficial to you. These provisions include our board's authorization to issue shares of preferred stock, on terms the board determines in its discretion, without stockholder approval, and the following provisions of Delaware law that restrict many business combinations.

We are subject to the provisions of Section 203 of the General Corporation Law of the State of Delaware, which could prevent us from engaging in a business combination with a 15% or greater stockholder for a period of three years from the date such stockholder acquired such status unless appropriate board or stockholder approvals are obtained.

Our board of directors has adopted a stockholder rights plan, pursuant to which one preferred stock purchase right has been issued for each share of our common stock authorized and outstanding. Until the occurrence of certain prescribed events, the rights are not exercisable and are transferable along with, and only with, each share of our common stock and are evidenced by the common stock certificates. One preferred stock purchase right will also be issued with each share of our common stock we issue in the future until the rights plan expires or is terminated or we redeem or exchange the rights for other property in accordance with the terms of the rights plan or at such time, if any, as the rights separate from each share of our common stock and become exercisable. Each share of Series A Junior Participating Preferred Stock will be entitled to receive, when, as and if declared by our board

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of directors out of funds legally available for the purpose, dividends payable in cash in an amount per share (rounded to the nearest cent) equal to 100 times the aggregate per share amount of all dividends or other distributions, including non-cash dividends (payable in kind), declared on our common stock other than a dividend payable in shares of common stock or a subdivision of the outstanding shares of common stock. The rights plan prohibits the issuance of additional rights after the rights separate from our common stock. The rights plan is intended to protect our stockholders in the event of an unfair or coercive offer to acquire us. However, the existence of the rights plan may discourage, delay or prevent a merger or acquisition of us that is not supported by our board of directors.

**Item 1B. Unresolved Staff Comments.**

None.

**Item 2. Properties.**

Our principal corporate offices, administrative, sales and marketing, R&D and support facilities consist of approximately 98,000 square feet of leased office space, warehouse space and assembly and test space located at 21211 Nordhoff Street in Chatsworth, California. Our lease for those premises expires in July 2014, and we have two five-year options to extend the term of this lease. We also lease an approximately 79,000 square foot facility at 16640 Stagg Street in Van Nuys, California as an engineering test and manufacturing facility for our recuperator cores. This lease will expire in December 2017. Management believes our facilities are adequate for our current needs.

**Item 3. Legal Proceedings.**

From time to time, the Company may become subject to certain legal proceedings, claims and litigation arising in the ordinary course of business. In the opinion of management, we are not a party to any other material legal proceedings, nor are we aware of any other pending or threatened litigation that would have a material effect on our business, operating results, cash flows, financial position or results of operations should such litigation be resolved unfavorably.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**PART II**

**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

*Price Range of Common Stock*

Our common stock is publicly traded on the Nasdaq Global Market under the symbol "CPST". The following table sets forth the low and high sales prices for each period indicated.

	<u>High</u>	<u>Low</u>
<b>Year Ended March 31, 2014:</b>		
First Quarter	\$ 1.34	\$ 0.82
Second Quarter	\$ 1.52	\$ 1.07
Third Quarter	\$ 1.45	\$ 1.12
Fourth Quarter	\$ 2.60	\$ 1.26
<b>Year Ended March 31, 2013:</b>		
First Quarter	\$ 1.20	\$ 0.93
Second Quarter	\$ 1.13	\$ 0.98
Third Quarter	\$ 1.06	\$ 0.87
Fourth Quarter	\$ 1.06	\$ 0.73

As of June 6, 2014, the last reported sale price of our common stock on the Nasdaq Global Market was \$1.55 per share.

*Stockholders*

As of June 6, 2014, there were 588 stockholders of record of our common stock. This does not include the number of persons whose stock is held in nominee or "street name" accounts through brokers.

*Dividend Policy*

We currently intend to retain any earnings for use in our business and, therefore, we do not anticipate paying any cash dividends in the foreseeable future. We have never declared or paid any cash dividends on our capital stock. In the future, the decision to pay any cash dividends will depend upon our results of operations, financial condition, cash flow and capital expenditure plans, as well as such other factors as our Board of Directors, in its sole discretion, may consider relevant, including approval from Wells Fargo.

**Item 6. Selected Financial Data.**

The selected financial data shown below have been derived from the audited financial statements of Capstone. The historical results are not necessarily indicative of the operating results to be expected in the future. The selected financial data should be read in conjunction with "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and related notes included elsewhere in this Annual Report.

(In thousands, except per share data)

	Year Ended March 31,				
	2014	2013	2012	2011	2010
<b>Statement of Operations:</b>					
Revenue	\$ 133,105	\$ 127,557	\$ 109,371	\$ 81,890	\$ 61,554
Cost of goods sold	111,409	113,172	103,944	82,427	69,999
Gross margin (loss)	21,696	14,385	5,427	(537)	(8,445)
<b>Operating costs and expenses:</b>					
Research and development	9,029	8,979	8,237	6,986	6,954
Selling, general and administrative	27,981	27,364	28,927	26,203	28,383
Loss from operations	(15,314)	(21,958)	(31,737)	(33,726)	(43,782)
Net loss	\$ (16,256)	\$ (22,563)	\$ (18,764)	\$ (38,470)	\$ (67,241)
Net loss per share of common stock— basic and diluted	\$ (0.05)	\$ (0.07)	\$ (0.07)	\$ (0.16)	\$ (0.34)

	As of March 31,				
	2014	2013	2012	2011	2010
<b>Balance Sheet Data:</b>					
Cash and cash equivalents	\$ 27,859	\$ 38,817	\$ 49,952	\$ 33,456	\$ 47,270
Working capital	26,443	32,782	49,532	22,274	30,115
Total assets	84,118	87,338	99,792	87,019	103,446
Revolving credit facility	13,228	13,476	10,431	7,080	7,571
Capital lease/note payable obligations	645	594	433	297	302
Long-term liabilities	70	142	254	309	274
Stockholders' equity	\$ 34,093	\$ 41,886	\$ 58,617	\$ 34,480	\$ 46,432

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

*The following Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause a difference include, but are not limited to, those discussed under Item 1A (Risk Factors) in this Annual Report. The following section is qualified in its entirety by the more detailed information, including our financial statements and the notes thereto, which appears elsewhere in this Annual Report.*

### Overview

Capstone is the market leader in microturbines based on the number of microturbines sold. During Fiscal 2014, we decreased our net loss by 28% to \$16.3 million and our net loss per share by 29% to \$0.05 compared to the prior year. We continue to remain focused on improving our gross margin. Our gross margin was 16% for Fiscal 2014, which represents an increase of 500 basis points from our gross margin of 11% for Fiscal 2013. Management believes that our ongoing efforts in manufacturing cost reduction, royalty rate reductions and product robustness were the primary reasons for our gross margin and net loss improvement during Fiscal 2014 compared to the prior year. Fiscal 2014 was characterized by strong new order flow and higher sales volume for our microturbine products led by the natural resources vertical market. In addition, the European market showed signs of improvement with an increase in revenue of 59%, primarily from Russia, compared to the prior year.

Capstone products continue to gain interest in all five of the major vertical markets (energy efficiency, renewable energy, natural resources, critical power/power security and mobile products). In the energy efficiency market, we continue to expand our market presence in hotels, office buildings, hospitals, retail and industrial applications globally. The renewable energy market applications are fueled by landfill gas, biodiesel, biogas such as food processing and agricultural waste, referred to as green waste, and cow, pig and chicken manure. Our C1000 Series microturbine continues to drive our near-term business success in the oil and gas and other natural resource market, which is our fastest growing market worldwide. We have seen a particularly strong increase in critical power supply solution orders this year as customers want solutions that can handle both primary and backup power. Capstone's mobile products market, which utilizes microturbines for the marine and electric vehicle industry, is gaining interest as liquid natural gas becomes more readily available as a transportation fuel and as emission regulations continue to be tightened on the diesel engine industry.

We continue to focus on improving our products based on customer input, building brand awareness and new channels to market by developing a diversified network of strategic distribution partners. Our focus is on products and solutions that provide near-term opportunities to drive repeatable business rather than discrete projects for niche markets. In addition, management closely manages operating expenses and strives to improve manufacturing efficiencies while simultaneously lowering direct material costs and increasing average selling prices. The key drivers to Capstone's success are continued increase in C200 microturbine engine production rates, higher average selling prices, lower direct material costs, positive new order flow and reduced cash usage.

To support our opportunities to grow in our targeted markets, we continue to enhance the reliability and performance of our products by regularly developing new processes and enhancing training to assist those who apply, install and use our products.

An overview of our direction, targets and key initiatives follows:

- 1) **Focus on Vertical Markets** Within the distributed generation markets that we serve, we focus on vertical markets that we identify as having the greatest near-term potential. In our primary products and applications (energy efficiency, renewable energy, natural resources, critical power supply and mobile products), we identify specific targeted vertical market segments.

Within each of these segments, we identify what we believe to be the critical factors to success and base our plans on those factors.

During Fiscal 2014, we booked orders for 135.3 megawatts and shipped 109.9 megawatts of products, which combined with our backlog at March 31, 2013, resulted in 188.2 megawatts in backlog at the end of the fiscal year. Our product shipments in Fiscal 2014 were: 60% for use in natural resources applications, 25% for use in energy efficiency applications, 6% for use in renewable energy applications and 9% for use in other applications (including critical power supply and mobile products).

*Energy Efficiency—CHP/CCHP*

Energy efficiency maximizes the use of energy produced by the microturbines, reduces emissions compared with traditional power generation and enhances the economic advantage to customers. Energy efficiency applications use both the heat and electric energy produced in the power generation process. Using the heat and electricity created from a single combustion process increases the efficiency of the system from approximately 30% to 75% or more. The increased operating efficiency reduces overall greenhouse gas emissions compared with traditional independent sources such as power generation and local thermal generation and, through displacement of other separate systems, can reduce variable production costs.

*Renewable Energy*

Our microturbines can use renewable methane gases from landfills, wastewater treatment facilities and other biogas applications such as food processing and agricultural waste, referred to as green waste, and cow, pig and chicken manure. Capstone's microturbines can burn these renewable waste gases with minimal emissions, thereby, in some cases, avoiding the imposition of penalties incurred for pollution while simultaneously producing electricity from this "free" renewable fuel for use at the site or in the surrounding area. Capstone's microturbines have demonstrated effectiveness in these applications and outperform conventional combustion engines in a number of situations, including when the gas contains a high amount of sulfur.

*Natural Resources—Oil, Natural Gas, Shale Gas & Mining*

On a worldwide basis, there are thousands of locations where the drilling, production, compression and transportation of natural resources and other extraction and production processes create fuel byproducts, which traditionally have been released or burned into the atmosphere. Our microturbines are installed in the natural resource market to be used in oil and gas exploration, production, compression and transmission sites both onshore and offshore as a highly reliable critical source of power generation. In addition, our microturbines can use flare gas as a fuel to provide prime power. Typically these oil and gas or mining operations have no access to an electric utility grid and rely solely on Capstone's microturbines for a reliable low emission power supply.

*Critical Power Supply*

Because of the potentially catastrophic consequences of even momentary system failure, certain power users, such as high technology and information systems companies, require particularly high levels of reliability in their power service. Management believes that Capstone's critical power supply offerings are the world's only microturbine powered Uninterruptible Power Source solutions that can offer clean, IT-grade power produced from microturbines, the utility or a combination of both.

*Mobile Products—Hybrid Electric Vehicles*

Our technology is also used in hybrid electric vehicle applications. Our customers have applied our products in hybrid electric mobile applications, including transit buses and trucks. In these applications the microturbine acts as an onboard battery charger to recharge the battery system as needed. The benefits of microturbine hybrids include extended range, fuel economy gains, quieter operation, reduced emissions and higher reliability compared with traditional internal combustion engines.

*Mobile Products—Marine*

Our technology is also used in marine applications. Our customers have applied our products in the commercial vessel and luxury yacht markets. The most immediate market for our marine products is for use as ship auxiliaries. In this application, the microturbines provide power to the vessel's electrical loads and, in some cases, the vessel is able to utilize the exhaust energy to increase the overall efficiency of the application, reducing overall fuel consumption and emissions. The other application is similar to our HEV application where the vessel is driven by an electric propulsion system and the microturbine serves as an on board range extender.

- 2) **Sales and Distribution Channel** We seek out distributors that have business experience and capabilities to support our growth plans in our targeted markets. We have a total of 89 distributors and Original Equipment Manufacturers ("OEMs"). In North America, we currently have 29 distributors and OEMs. Internationally, outside of North America, we currently have 60 distributors and OEMs. We continue to refine the distribution channels to address our specific targeted markets.
- 3) **Service** Service is provided primarily by our global distribution network. Together with our global distribution network we offer new and remanufactured parts as well as a comprehensive FPP. Through our global distribution network, we offer a comprehensive FPP for a fixed annual fee to perform regularly scheduled and unscheduled maintenance as needed. Capstone provides factory and onsite training to certify all personnel that are allowed to perform service on our microturbines. FPPs are generally paid quarterly in advance. Our FPP backlog at the end of Fiscal 2014 was \$47.2 million which represents the value of the contractual agreement for FPP services that has not been earned and extends through Fiscal 2028. Service revenue in Fiscal 2014 was approximately 7% of total revenue.
- 4) **Product Robustness** We continue to invest in enhancements that relate to high performance and high reliability. An important element of our continued innovation and product strategy is to focus on the engineering of our product hardware and electronics to make them work together more effectively and deliver improved microturbine performance, reliability and low maintenance cost to our customers.
- 5) **New Product Development** Our new product development is targeted specifically to meet the needs of our selected vertical markets. We expect that our existing product platforms, the C30, C65, TA100, C200 and C1000 Series microturbines, will be our foundational product lines for the foreseeable future. Our research and development project portfolio is centered on enhancing the features of these base products. We are currently focusing efforts on enhancing our products to improve reliability, reduce direct material costs, and be compliant with the new stringent European low and medium voltage grid interconnect requirements. We are also developing a more efficient microturbine CHP system with the DOE. The first phase of the development program has successfully achieved 270 kW with a prototype C250 engine. Capstone plans to continue development of the engine as well as power electronics and software controls required for successful commercialization. The second phase of the program

is expected to incorporate further engine efficiency improvements, resulting in a product with a projected electrical efficiency of 42% and targeted power output of 370 kW. The DOE awarded us a grant of \$5.0 million in support of this development program.

- 6) **Cost and Core Competencies** We believe that the core competencies of Capstone products are air-bearing technology, advanced combustion technology and sophisticated power electronics to form efficient and ultra-low emission electricity and cooling and heat production systems. Our core intellectual property is contained within our air-bearing technology. We continue to review avenues for cost reduction by sourcing to the best value supply chain option. In order to utilize manufacturing facilities and technology more effectively, we are focused on continuous improvements in manufacturing processes. Additionally, considerable effort is being directed to manufacturing cost reduction through process improvement, product design, advanced manufacturing technology, supply management and logistics. Management expects to be able to leverage our costs as product volumes increase.

Management believes that effective execution in each of these key areas will be necessary to leverage Capstone's promising technology and early market leadership into achieving positive cash flow with growing market presence and improving financial performance. Based on our recent progress and assuming achievement of targeted cost reductions, our financial model indicates that we will achieve positive cash flow when we ship approximately 200 units in a quarter, depending on an assumed product mix. Management believes our manufacturing facilities located in Chatsworth and Van Nuys, California have a combined production capacity of approximately 2,000 units per year, depending on product mix. Excluding working capital requirements, management believes we can expand our combined production capacity to approximately 4,000 units per year, depending on product mix, with approximately \$10 to \$15 million of capital expenditures. We have not committed to this expansion nor identified a source for its funding.

### **Critical Accounting Policies**

Our discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses and related disclosures of contingent liabilities. On an on-going basis, we evaluate our estimates, including but not limited to those related to long-lived assets, including finite-lived intangible assets and fixed assets, bad debts, inventories, warranty obligations, stock-based compensation, warrant liabilities, income taxes and contingencies. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Management believes that the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

- We evaluate the carrying value of long-lived assets, including intangible assets with finite lives, for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Factors that are considered important that could trigger an impairment review include a current-period operating or cash flow loss combined with a history of operating or cash flow losses and a projection or forecast that demonstrates continuing losses or insufficient income associated with the use of a long-lived asset or asset group. Other factors include a significant change in the manner of the use of the asset or a significant negative industry or economic trend. This evaluation is performed based on undiscounted estimated



future cash flows compared with the carrying value of the related assets. If the undiscounted estimated future cash flows are less than the carrying value, an impairment loss is recognized and the loss is measured by the difference between the carrying value and the estimated fair value of the asset group. The estimated fair value of the assets are determined using the best information available. On a quarterly basis, we assess whether events or changes in circumstances have occurred that potentially indicate the carrying value of long-lived assets may not be recoverable. Intangible assets include a manufacturing license, technology, backlog and customer relationships. We reevaluate the useful life determinations for these intangible assets each reporting period to determine whether events and circumstances warrant a revision in their remaining useful lives. The Company performed an analysis as of March 31, 2014 and determined that no impairment was necessary. See Note 5—Intangible Assets in the "Notes to Consolidated Financial Statements."

- Our inventories are valued on a first in first out ("FIFO") basis and at the lower of cost or market. We routinely evaluate the composition of our inventories and identify slow-moving, excess, obsolete or otherwise impaired inventories. Inventories identified as impaired are evaluated to determine if write-downs are required. Included in this assessment is a review for obsolescence as a result of engineering changes in our product. Future product enhancement and development may render certain inventories obsolete, resulting in additional write-downs of inventories. In addition, inventories are classified as current or long-term based on our sales forecast and also, in part, based on our projected usage for warranty claims and service. A change in forecast could impact the classification of inventories.
- We provide for the estimated cost of warranties at the time revenue from sales is recognized. We also accrue the estimated costs to address reliability repairs on products no longer under warranty when, in our judgment, and in accordance with a specific plan developed by us, it is prudent to provide such repairs. We estimate warranty expenses based upon historical and projected product failure rates, estimated costs of parts, labor and shipping to repair or replace a unit and the number of units covered under the warranty period. While we engage in extensive quality programs and processes, our warranty obligation is affected by failure rates and service costs in correcting failures. As we have more units commissioned and longer periods of actual performance, additional data becomes available to assess future warranty costs. When we have sufficient evidence that product changes are altering the historical failure occurrence rates, the impact of such changes is then taken into account in estimating future warranty liabilities. Changes in estimates are recorded in the period that new information, such as design changes, cost of repair and product enhancements, becomes available. Should actual failure rates or service costs differ from our estimates, revisions to the warranty liability would be required and could be material to our financial condition, results of operations and cash flow.
- Our revenue consists of sales of products, parts, accessories and service, which includes FPPs, net of discounts. Our distributors purchase products, parts and FPPs for sale to end users and are also required to provide a variety of additional services, including application engineering, installation, commissioning and post-commissioning service. Our standard terms of sales to distributors and direct end users include transfer of title, care, custody and control at the point of shipment, payment terms ranging from full payment in advance of shipment to payment in 90 days, no right of return or exchange, and no post-shipment performance obligations by us except for warranties provided on the products and parts sold. We recognize revenue when all of the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred or service has been rendered, selling price is fixed or determinable and collectability is reasonably assured. Service revenue derived from time and materials contracts is recognized as the service is performed. FPP contracts are agreements to perform certain agreed-upon service to maintain a product for a specified period of time. Service revenue derived from FPP contracts

is recognized on a straight-line basis over the contract period. We occasionally enter into agreements that contain multiple elements, such as equipment, installation, engineering and/or service.

- Trade accounts receivable are recorded at the invoiced amount and typically non-interest bearing. We maintain allowances for estimated losses resulting from the inability of our customers to make required payments and other accounts receivable allowances. We evaluate all accounts aged over 60 days past payment terms. If the financial condition of our customers deteriorates or if other conditions arise that result in an impairment of their ability or intention to make payments, additional allowances may be required.
- We have a history of unprofitable operations. These losses generated significant federal and state net operating loss ("NOL") carryforwards. We record a valuation allowance against the net deferred income tax assets associated with these NOLs if it is "more likely than not" that we will not be able to utilize them to offset future income taxes. Because of the uncertainty surrounding the timing of realizing the benefits of our favorable tax attributes in future income tax returns, a valuation allowance has been provided against all of our net deferred income tax assets. We currently provide for income taxes only to the extent that we expect to pay cash taxes, primarily foreign and state taxes. It is possible, however, that we could be profitable in the future at levels which could cause management to determine that it is more likely than not that we will realize all or a portion of the NOL carryforwards. Upon reaching such a conclusion, we would record the amount of net deferred tax assets that are expected to be realized. Such adjustment would increase income in the period that the determination was made.
- We recognize stock-based compensation expense associated with stock options in the statement of operations. Determining the amount of stock-based compensation to be recorded requires us to develop estimates to be used in calculating the grant-date fair value of stock options. We calculate the grant-date fair values using the Black-Scholes valuation model.

The use of Black-Scholes model requires us to make estimates of the following assumptions:

- *Expected volatility*—The estimated stock price volatility was derived based upon the Company's actual historic stock prices over the expected option life, which represents the Company's best estimate of expected volatility.
- *Expected option life*—The expected life, or term, of options granted was derived from historical exercise behavior and represents the period of time that stock option awards are expected to be outstanding.
- *Risk-free interest rate*—We used the yield on zero-coupon U.S. Treasury securities for a period that is commensurate with the expected life assumption as the risk-free interest rate.

The amount of stock-based compensation recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest. We estimate forfeitures at the time of grant and revise, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The term "forfeitures" is distinct from "cancellations" or "expirations" and represents only the unvested portion of the surrendered option. We review historical forfeiture data and determine the appropriate forfeiture rate based on that data. We re-evaluate this analysis periodically and adjust the forfeiture rate as necessary. Ultimately, we recognize the actual expense over the vesting period only for the shares that vest.

- As discussed in Note 10—Fair Value Measurements in the "Notes to Consolidated Financial Statements", Accounting Standards Codification ("ASC") 815 requires that our warrants be accounted for as derivative instruments and that we mark the value of our warrant liability to market and recognize the change in valuation in our statement of operations each reporting

period. Determining the warrant liability to be recorded requires us to develop estimates to be used in calculating the fair value of the warrants. We calculate the fair values using the Monte Carlo simulation model.

The use of the Monte Carlo simulation model requires us to make estimates of the following assumptions:

- *Expected volatility*—The estimated stock price volatility was derived based upon the Company's actual historic stock prices over the contractual life of the warrants, which represents the Company's best estimate of expected volatility.
- *Risk-free interest rate*—We used the yield on zero-coupon U.S. Treasury securities for a period that is commensurate with the warrant contractual life assumption as the risk-free interest rate.

## Results of Operations

### *Year Ended March 31, 2014 Compared to Year Ended March 31, 2013*

**Revenue** Revenue for Fiscal 2014 increased \$5.5 million, or 4%, to \$133.1 million from \$127.6 million for Fiscal 2013. The change in revenue for Fiscal 2014 compared to Fiscal 2013 included increases in revenue of \$15.2 million from the European market, \$6.1 million from the African market and \$2.3 million from the Asian market. The increase in the European market was primarily related to increased sales into the Russian natural resources vertical market. The increase in the African market was primarily the result of further market adoption of our products in this market. The increases in the Asian market was primarily because of an increase in average selling prices of microturbine units shipped in Asia during Fiscal 2014 compared to the same period last year. This overall increase in revenue was offset by decreases in revenue of \$16.4 million from the North American market, \$1.5 million from the South American market and \$0.2 million from the Australian market. The decreases in the North American, South American markets and Australian markets were primarily the result of a shift in certain customers' project timelines compared to the same period last year.

Megawatts shipped and microturbine units shipped during Fiscal 2014 increased as a result of higher sales volume for our C65 microturbine and a change in product mix of the C1000 Series systems, offset by lower sales volume for our C30, TA100 and C200 microturbines. For Fiscal 2014, revenue from microturbine products increased \$6.1 million, or 6%, to \$108.8 million from \$102.7 million for Fiscal 2013. Microturbine megawatts shipped during Fiscal 2014 increased 6.7 megawatts to 109.9 megawatts from 103.2 megawatts for Fiscal 2013. Microturbine units shipped during Fiscal 2014 increased 43 units to 671 units from 628 units for Fiscal 2013. Average revenue per unit decreased for Fiscal 2014 to approximately \$162,000 compared to approximately \$163,000 per unit for Fiscal 2013. The decrease in average revenue per unit was primarily the result of a change in mix of C1000 Series systems and more C65 microturbines shipped during Fiscal 2014 compared to the same period last year.

For Fiscal 2014, revenue from our accessories, parts and service decreased \$0.6 million, or 2%, to \$24.3 million from \$24.9 million for Fiscal 2013. The decrease in revenue resulted primarily from lower sales of microturbine service work, partially offset by higher FPP contract enrollment, sales of microturbine parts and sales of accessories.

The timing of shipments is subject to change based on several variables (including customer deposits, payments, availability of credit and delivery schedule changes), most of which are not within our control and can affect the timing of our revenue. Therefore, we evaluate historical revenue in conjunction with backlog to anticipate the growth trend of our revenue.

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The following table summarizes our revenue (revenue amounts in millions):

	Years Ended March 31,					
	2014			2013		
	Revenue	Megawatts	Units	Revenue	Megawatts	Units
C30	\$ 5.6	3.7	124	\$ 6.8	4.4	147
C65	29.1	26.1	402	22.9	21.0	323
TA100	0.5	0.4	4	1.5	0.8	8
C200	14.8	12.6	63	18.1	15.6	78
C600	10.4	10.8	18	12.4	12.6	21
C800	10.1	11.2	14	5.3	5.6	7
C1000	38.1	45.0	45	35.6	43.0	43
Waste heat recovery generator	0.2	0.1	1	—	—	—
Unit upgrades	—	—	—	0.1	0.2	1
Total from Microturbine Products	\$ 108.8	109.9	671	\$ 102.7	103.2	628
Accessories, Parts and Service	24.3	—	—	24.9	—	—
Total	\$ 133.1	109.9	671	\$ 127.6	103.2	628

Sales to E-Finity Distributed Generation, LLC ("E-Finity"), one of the Company's domestic distributors, accounted for 19% of our revenue for the year ended March 31, 2014. Sales to BPC Engineering ("BPC"), one of the Company's Russian distributors, accounted for 17%, 11% and 26% of our revenue for the years ended March 31, 2014, 2013 and 2012, respectively. Sales to Horizon Power Systems ("Horizon"), one of the Company's domestic distributors, accounted for 12%, 27% and 19% of our revenue for the years ended March 31, 2014, 2013 and 2012, respectively.

**Gross Margin** Cost of goods sold includes direct material costs, production and service center labor and overhead, inventory charges and provision for estimated product warranty expenses. The gross margin was \$21.7 million, or 16% of revenue, for Fiscal 2014 compared to a gross margin of \$14.4 million, or 11% of revenue, for Fiscal 2013. The increase of \$7.3 million in gross margin was the result of a \$4.4 million improvement realized from overall higher revenue as a result of higher sales volume of our microturbine products as discussed above, lower direct material costs primarily related to the C1000 Series, decreases in our royalty expense of \$1.5 million, warranty expense of \$1.2 million and production and service center labor and overhead expenses of \$0.2 million during Fiscal 2014 compared to the prior year. Management continues to implement initiatives to address warranty expense and to further reduce direct material costs as we work to achieve profitability.

Royalty expense decreased \$1.5 million during Fiscal 2014 compared to Fiscal 2013 as a result of a reduction in the predetermined fixed rate royalty offset by higher volume of covered microturbine systems. We pay a predetermined fixed rate royalty for each microturbine system covered by our Development and License Agreement with Carrier. The fixed rate royalty was reduced by 50% during the three months ended September 30, 2013 as a result of the contractual reduction.

Warranty expense is a combination of a standard warranty provision recorded at the time revenue is recognized and changes, if any, in estimates for reliability repair programs. Reliability repair programs are based upon estimates that are recorded in the period that new information becomes available, including design changes, cost of repair and product enhancements, which can include both in-warranty and out-of-warranty systems. The decrease in warranty expense of \$1.2 million reflects a decrease in reliability repair programs, offset by an increase in the per unit standard warranty provision as a result of sales mix and higher volume of units under warranty during Fiscal 2014 compared to the prior year. Management expects per unit warranty rates for C200 and C1000 Series systems to decline as reliability repair programs are completed and these products mature.

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Production and service center labor and overhead expense decreased approximately \$0.2 million during Fiscal 2014 compared to Fiscal 2013 primarily as the result of a decrease in service center travel expense of approximately \$0.4 million, offset by an increase in facilities expense of approximately \$0.2 million.

**Research and Development Expenses** R&D expenses include compensation, engineering department expenses, overhead allocations for administration and facilities and materials costs associated with development. We had R&D expenses of approximately \$9.0 million for each of Fiscal 2014 and Fiscal 2013. R&D expenses are reported net of benefits from cost-sharing programs, such as DOE grants. During Fiscal 2014 supplies expense decreased approximately \$0.3 million, offset by a decrease in cost sharing benefits of approximately \$0.3 million. There were approximately \$1.4 million of cost-sharing benefits for Fiscal 2014 and \$1.7 million of such benefits for Fiscal 2013. Cost-sharing programs vary from period to period depending on the phase of the programs. Management expects R&D expenses in Fiscal 2015 to be slightly higher than in Fiscal 2014 as we continue new product development, product robustness and direct material cost reduction initiatives.

**Selling, General and Administrative ("SG&A") Expenses** SG&A expenses for Fiscal 2014 increased \$0.6 million, or 2%, to \$28.0 million from \$27.4 million for Fiscal 2013. The net increase in SG&A expenses was comprised of increases of approximately \$0.7 million in salaries expense, \$0.2 million in facilities expense \$0.2 million in consulting expense and \$0.2 million in supplies expense, offset by a decrease of approximately \$0.7 million in marketing expense. Management expects SG&A expenses in Fiscal 2015 to be slightly higher than in Fiscal 2014 as we focus on continuous improvement in customer service levels and advance general and administrative key initiatives.

**Interest Expense** Interest expense for each of Fiscal 2014 and Fiscal 2013 was approximately \$0.7 million. Interest expense is primarily from the average balances outstanding under the Credit Facility. As of March 31, 2014, we had total debt of \$13.2 million outstanding under the Credit Facility.

**Change in Fair Value of Warrant Liability** Effective September 23, 2013, warrants to purchase approximately 4.0 million shares of common stock that were issued in connection with the September 23, 2008 registered direct placement expired, and the liability associated with the warrants was reversed. The reversal of the warrant liability resulted in a benefit of approximately \$10,000 for Fiscal 2014. This reversal of the warrant liability had no impact on our cash balances. The change in fair value of the warrant liability resulted in a benefit of approximately \$0.8 million for Fiscal 2013. This change in fair value of warrant liability was a result of warrant exercises and revaluing the warrant liability based on the Monte Carlo simulation valuation model which is based primarily upon the quoted price of the Company's common stock in an active market. This revaluation of the warrant liability had no impact on our cash balances.

**Income Tax Provision** Income tax expense decreased \$0.5 million, or 71%, to \$0.2 million during Fiscal 2014 from \$0.7 million during Fiscal 2013. Income tax expense incurred was primarily related to foreign taxes of \$0.2 million. The effective income tax rate of 1.4% differs from the federal and state blended statutory rate of 35% primarily as a result of recording taxable losses. At March 31, 2014, we had federal and state net operating loss carryforwards of approximately \$606.2 million and \$226.9 million, respectively, which may be utilized to reduce future taxable income, subject to limitations under Section 382 of the Internal Revenue Code of 1986. We provided a valuation allowance for 100% of our net deferred tax asset of \$236.2 million at March 31, 2014 because the realization of the benefits of these favorable tax attributes in future income tax returns is not deemed more likely than not. Similarly, at March 31, 2013, the net deferred tax asset was fully reserved.

**Year Ended March 31, 2013 Compared to Year Ended March 31, 2012**

**Revenue** Revenue for Fiscal 2013 increased \$18.2 million, or 17%, to \$127.6 million from \$109.4 million for Fiscal 2012. The change in revenue for Fiscal 2013 compared to Fiscal 2012 included increases in revenue of \$34.2 million from the North American market, \$2.8 million from the Asian market, \$2.7 million from the Australian market and \$0.7 million from the South American market. The increase in the North American market was primarily related to increased revenue in the U.S. shale plays market. The increases in the Australian, Asian and South American markets were primarily the result of microturbine product sales to certain distributors that did not occur during the same period last year. This overall increase in revenue was offset by decreases in revenue of \$21.3 million from the European market and \$0.9 million from the African market. We expect revenue from the European market will continue to be soft as a result of general economic conditions. The decrease in the African market was primarily the result of non-recurring microturbine product sales in Fiscal 2012 to certain distributors that did not occur in Fiscal 2013.

For Fiscal 2013, revenue from microturbine products increased \$12.8 million, or 14%, to \$102.7 million from \$89.9 million for Fiscal 2012. Microturbine megawatts shipped during Fiscal 2013 increased 7.1 megawatts, or 7%, to 103.2 megawatts from 96.1 megawatts for Fiscal 2012. Microturbine units shipped during Fiscal 2013 increased to 628 units from 627 units for Fiscal 2012. Average revenue per unit increased for Fiscal 2013 to approximately \$163,000 compared to approximately \$143,000 per unit for Fiscal 2012. Megawatts shipped and revenue per unit during Fiscal 2013 increased as a result of higher sales volume for our C30, TA100 and C200 systems and a change in product mix of the C1000 Series systems, offset by lower sales volume for our C65 microturbines.

For Fiscal 2013, revenue from our accessories, parts and service increased \$5.4 million, or 28%, to \$24.9 million from \$19.5 million for Fiscal 2012. The increase in revenue resulted primarily from higher sales of microturbine parts and service work.

The timing of shipments is subject to change based on several variables (including customer deposits, payments, availability of credit and delivery schedule changes), most of which are not within our control and can affect the timing of our revenue. Therefore, we evaluate historical revenue in conjunction with backlog to anticipate the growth trend of our revenue.

The following table summarizes our revenue (revenue amounts in millions):

	Years Ended March 31,					
	2013			2012		
	Revenue	Megawatts	Units	Revenue	Megawatts	Units
C30	\$ 6.8	4.4	147	\$ 4.4	3.2	108
C65	22.9	21.0	323	28.7	26.9	414
TA100	1.5	0.8	8	0.7	0.4	4
C200	18.1	15.6	78	7.4	6.8	34
C600	12.4	12.6	21	7.5	8.4	14
C800	5.3	5.6	7	8.7	10.4	13
C1000	35.6	43.0	43	32.5	40.0	40
Unit upgrades	0.1	0.2	1	—	—	—
<b>Total from Microturbine Products</b>	<b>\$ 102.7</b>	<b>103.2</b>	<b>628</b>	<b>\$ 89.9</b>	<b>96.1</b>	<b>627</b>
Accessories, Parts and Service	24.9	—	—	19.5	—	—
<b>Total</b>	<b>\$ 127.6</b>	<b>103.2</b>	<b>628</b>	<b>\$ 109.4</b>	<b>96.1</b>	<b>627</b>

Sales to Horizon Power Systems ("Horizon") accounted for 27% and 19% of our revenue for the years ended March 31, 2013 and 2012, respectively. Sales to BPC Engineering ("BPC") accounted for 11% and 26% of our revenue for the years ended March 31, 2013 and 2012, respectively.

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**Gross Margin** Cost of goods sold includes direct material costs, production and service center labor and overhead, inventory charges and provision for estimated product warranty expenses. The gross margin was \$14.4 million, or 11% of revenue, for Fiscal 2013 compared to a gross margin of \$5.4 million, or 5% of revenue, for Fiscal 2012. The increase in gross margin was primarily related to a \$10.6 million improvement resulting from higher volume of C200 and C1000 Series product shipments, microturbine parts and service revenue, and lower direct material costs during Fiscal 2013. The \$10.6 million improvement and the lower production and service center labor and expenses of \$0.4 million were offset by an increase in royalty expense of \$1.1 million and warranty expense of \$0.9 million.

Production and service center labor and overhead expense decreased \$0.4 million during Fiscal 2013 compared to Fiscal 2012 primarily as the result of a decrease in freight expense.

Royalty expense increased \$1.1 million during Fiscal 2013 compared to Fiscal 2012 as a result of higher sales of our C200 and C1000 Series systems. We pay a royalty of a predetermined fixed rate for each microturbine system covered by our Development and License Agreement with Carrier.

Warranty expense is a combination of a standard warranty provision recorded at the time revenue is recognized and changes, if any, in estimates for reliability repair programs. Reliability repair programs are based upon estimates that are recorded in the period that new information becomes available, including design changes, cost of repair and product enhancements, which can include both in-warranty and out-of-warranty systems. The increase in warranty expense of \$0.9 million reflects an increase in the standard warranty provision as a result of an increase in warranty claims related primarily to certain C200 and C1000 Series systems, an increase in reliability repair programs and higher volume of C200 and C1000 Series units under warranty during Fiscal 2013 compared to the prior year.

**Research and Development Expenses** R&D expenses include compensation, engineering department expenses, overhead allocations for administration and facilities and materials costs associated with development. R&D expenses for Fiscal 2013 increased \$0.8 million, or 10%, to \$9.0 million from \$8.2 million for Fiscal 2012. R&D expenses are reported net of benefits from cost-sharing programs, such as DOE grants. The overall increase in R&D expenses of \$0.8 million resulted from increased supplies expense of \$0.8 million, salaries expense of \$0.7 million and consulting expense of \$0.2 million, offset by increased cost-sharing benefits of \$0.9 million. There were approximately \$1.7 million of cost-sharing benefits for Fiscal 2013 and \$0.8 million of such benefits for Fiscal 2012. Cost-sharing programs vary from period to period depending on the phase of the programs.

**Selling, General and Administrative ("SG&A") Expenses** SG&A expenses for Fiscal 2013 decreased \$1.5 million, or 5%, to \$27.4 million from \$28.9 million for Fiscal 2012. The net decrease in SG&A expenses was comprised of a decrease of \$2.0 million in bad debt expense and \$0.9 million in professional services expense, which includes accounting and legal expenses and facilities expense of \$0.7 million, offset by an increase of salaries and related expenses of \$1.4 million, business travel expense of \$0.4 million and marketing expense of \$0.3 million.

**Interest Expense** Interest expense decreased \$0.2 million, or 22%, to \$0.7 million during Fiscal 2013 from \$0.9 million during Fiscal 2012. Interest expense is primarily from the average balances outstanding under the Credit Facility. As of March 31, 2013, we had total debt of \$13.5 million outstanding under the Credit Facility.

**Change in Fair Value of Warrant Liability** The change in fair value of the warrant liability was a benefit of \$0.8 million for Fiscal 2013. The change in fair value of the warrant liability was a benefit of \$14.0 million for Fiscal 2012. In accordance with ASC 815, "Derivatives and Hedging" adopted in Fiscal 2010, warrants previously classified within equity were reclassified as liabilities. This change in fair value of warrant liability was a result of warrant exercises and revaluing the warrant liability based



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on the Monte Carlo simulation valuation model which is based primarily upon the quoted price of the Company's common stock in an active market. This revaluation of the warrant liability has no impact on our cash balances.

**Income Tax Provision** Income tax expenses increased \$0.5 million, or 250%, to \$0.7 million during Fiscal 2013 from \$0.2 million during Fiscal 2012. Income taxes incurred was primarily related to foreign taxes of \$0.7 million. The effective income tax rate of 3.1% differs from the federal and state blended statutory rate of 40% primarily as a result of recording taxable losses. At March 31, 2013, we had federal and state net operating loss carryforwards of approximately \$592.0 million and \$283.9 million, respectively, which may be utilized to reduce future taxable income, subject to limitations under Section 382 of the Internal Revenue Code of 1986. We provided a valuation allowance for 100% of our net deferred tax asset of \$232.6 million at March 31, 2013 because the realization of the benefits of these favorable tax attributes in future income tax returns is not deemed more likely than not. Similarly, at March 31, 2012, the net deferred tax asset was fully reserved.

### Quarterly Results of Operations

The following table presents unaudited quarterly financial information. This information was prepared in accordance with GAAP, and, in the opinion of management, contains all adjustments necessary for a fair presentation of such quarterly information when read in conjunction with the financial statements included elsewhere herein. Our operating results for any prior quarters may not necessarily indicate the results for any future periods.

(In thousands, except per share data)

(Unaudited)	Year Ended March 31, 2014				Year Ended March 31, 2013			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Revenue	\$ 36,438	\$ 37,003	\$ 35,291	\$ 24,373	\$ 35,370	\$ 33,257	\$ 30,118	\$ 28,812
Cost of goods sold	30,292	29,668	30,399	21,050	30,378	28,639	27,512	26,643
Gross margin	6,146	7,335	4,892	3,323	4,992	4,618	2,606	2,169
Operating expenses:								
R&D	2,471	2,267	1,956	2,335	2,174	2,188	2,413	2,204
SG&A	6,781	6,991	6,641	7,568	6,672	6,816	6,428	7,448
Loss from operations	(3,106)	(1,923)	(3,705)	(6,580)	(3,854)	(4,386)	(6,235)	(7,483)
Net loss	\$ (3,381)	\$ (2,189)	\$ (3,888)	\$ (6,798)	\$ (4,130)	\$ (4,477)	\$ (6,181)	\$ (7,775)
Net loss per common share—basic and diluted	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.03)

### Liquidity and Capital Resources

Our cash requirements depend on many factors, including the execution of our plan. We expect to continue to devote substantial capital resources to running our business and creating the strategic changes summarized herein. Our planned capital expenditures for the year ending March 31, 2015 include approximately \$2.0 million for plant and equipment costs related to manufacturing and operations. We have invested our cash in institutional funds that invest in high quality short-term money market instruments to provide liquidity for operations and for capital preservation.

Our cash and cash equivalent balances decreased \$11.0 million during the year ended March 31, 2014, compared to a decrease of \$11.1 million during the year ended March 31, 2013. The overall



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improvement in cash used during the year ended March 31, 2014 compared to the year ended March 31, 2013 was primarily the result of a reduction of cash used in operating activities.

**Operating Activities**—During the year ended March 31, 2014, we used \$15.4 million in cash in our operating activities, which consisted of a net loss for the period of \$16.3 million and cash used for working capital of \$9.7 million, offset by non-cash adjustments (primarily warranty provision, depreciation and amortization, stock-based compensation and inventory provision) of \$10.6 million. During the year ended March 31, 2013, operating cash usage was \$17.1 million, which consisted of a net loss for the period of \$22.6 million and cash used for working capital of \$5.0 million, offset by non-cash adjustments of \$10.5 million.

The following is a summary of the significant sources (uses) of cash from operating activities (amounts in thousands):

	Year Ended March 31,	
	2014	2013
Net loss	\$ (16,256)	\$ (22,563)
Non-cash operating activities(1)	10,562	10,541
Changes in operating assets and liabilities:		
Accounts receivable	(10,320)	359
Inventories	(784)	(2,878)
Accounts payable and accrued expenses	4,475	1,221
Other changes in operating assets and liabilities	(3,109)	(3,750)
Net cash used in operating activities	\$ (15,432)	\$ (17,070)

- (1) Represents warranty provision, depreciation and amortization, stock-based compensation expense, change in fair value of warrant liability, inventory provision and accounts receivable allowances.

The decrease in cash used in operating activities during Fiscal 2014 compared to Fiscal 2013 was primarily related to an improvement in net loss, offset by a decrease in the change in accounts receivable. The change in accounts receivable was primarily the result of timing of cash receipts on higher revenue that occurred at the end of the fiscal year.

**Investing Activities** Net cash used in investing activities of \$1.2 million during each of the years ended March 31, 2014 and 2013 relates primarily to the acquisition of fixed assets.

**Financing Activities** During the year ended March 31, 2014, we generated \$5.7 million from financing activities compared to cash generated during the year ended March 31, 2013 of \$7.1 million. The funds generated from financing activities during the year ended March 31, 2014 were primarily the result of the exercise of warrants, described below, which yielded \$6.0 million in cash, offset by repayments under the Credit Facility. The funds generated from financing activities during the year ended March 31, 2013 were primarily from the proceeds related to exercise of the Put Option described below and additional borrowings under the Credit Facility. Net repayments under the Credit Facility were approximately \$0.2 million during the year ended March 31, 2014 compared to net borrowings of approximately \$3.0 million during the year ended March 31, 2013.

Effective March 5, 2012, the Company completed a registered direct placement in which it sold 22.6 million shares of the Company's common stock, par value \$.001 per share, and warrants to purchase 22.6 million shares of common stock with an initial exercise price of \$1.55 per share, at a price of \$1.11 per unit. Each unit consisted of one share of common stock and a warrant to purchase one share of common stock. The warrants expired on October 31, 2013. In addition, the Company

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obtained the right to require investors in the offering to purchase up to an aggregate maximum of 19.0 million additional shares of common stock from the Company (the "Put Options") during two option exercise periods, the first such option exercise period beginning September 10, 2012 and the second such option exercise period beginning March 4, 2013. Each Put Option was subject to certain conditions which could reduce the number of shares that could be sold or eliminate the Put Option. These conditions included a minimum volume-weighted average price (VWAP) and a minimum average trading volume of the Company's common shares during the 30 trading days prior to the exercise of the Put Option. The March 2012 sale resulted in gross proceeds of approximately \$25.0 million and proceeds net of direct incremental costs of approximately \$23.1 million.

On September 18, 2012, the Company entered into an Investor Agreement with one of the investors in the 2012 registered direct offering pursuant to which the investor agreed to (i) waive the condition precedent to the Company's exercise of the Put Option requiring the arithmetic average of the average daily trading volumes during the measurement period set forth in the subscription agreement between the Company and the investor and on the exercise date be not less than 1.75 million shares and (ii) amend the subscription agreement to provide that the purchase price of the additional shares during the first exercise period would be discounted pursuant to a formula that resulted in a purchase price for the first exercise period of \$0.94 per share. Additionally, pursuant to the Investor Agreement, the Company agreed to amend the exercise price of the warrant originally issued to \$1.26. The exercise of the Put Option resulted in net proceeds of \$4.2 million. On February 21, 2013, the Company chose not to exercise the second of the two Put Options because of its improved cash position and its desire to avoid stockholder dilution. On October 31, 2013, an unsolicited exercise of 2012 Warrants to purchase 4.7 million shares resulted in proceeds of approximately \$6.0 million. Effective October 31, 2013, all remaining outstanding 2012 Warrants expired.

During the year ended March 31, 2014, the amount of cash received from the exercise of stock options was approximately \$0.5 million. Employee stock purchases, net of repurchases of shares of our common stock for employee taxes due on vesting of restricted stock units, resulted in approximately \$0.1 million of net cash used during the year ended March 31, 2014, compared with \$19,000 of net cash used during the year ended March 31, 2013.

We maintain two Credit and Security Agreements, as amended (the "Agreements"), with Wells Fargo, which provide the Company with a line of credit of up to \$15.0 million in the aggregate which amount was increased to an amount up to \$20.0 million pursuant to the twelfth amendment described below (the "Credit Facility"). In addition, Wells Fargo has provided the Company with a non-revolving capital expenditure line of credit up to \$0.5 million to acquire additional eligible equipment for use in the Company's business pursuant to the amendment described below. The amount actually available to us may be less and may vary from time to time depending on, among other factors, the amount of eligible inventory and accounts receivable. As security for the payment and performance of the Credit Facility, we granted a security interest in favor of Wells Fargo in substantially all of our assets. One of the Agreements will terminate in accordance with its terms on September 30, 2014 and the other one will terminate on September 30, 2017. As of March 31, 2014 and March 31, 2013, \$13.2 million and \$13.5 million in borrowings were outstanding, respectively, under the Credit Facility.

The Agreements include affirmative covenants as well as negative covenants that prohibit a variety of actions without Wells Fargo's consent, including covenants that limit our ability to (a) incur or guarantee debt, (b) create liens, (c) enter into any merger, recapitalization or similar transaction or purchase all or substantially all of the assets or stock of another entity, (d) pay dividends on, or purchase, acquire, redeem or retire shares of, our capital stock, (e) sell, assign, transfer or otherwise dispose of all or substantially all of our assets, (f) change our accounting method or (g) enter into a different line of business. Furthermore, the Agreements contain financial covenants, including (a) a requirement not to exceed specified levels of losses, (b) a requirement to maintain a substantial

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minimum monthly cash balance to outstanding line of credit advances based upon the Company's financial performance, and (c) limitations on our annual capital expenditures.

Several times since entering into the Agreements we were not in compliance with certain covenants under the Credit Facility. In connection with each event of noncompliance, Wells Fargo waived the event of default and, on several occasions, the Company amended the Agreements in response to the default and waiver. The following summarizes the recent events, amendments and waivers:

- As of December 31, 2013, the Company determined that it was not in compliance with the financial covenant contained in the amended Agreements regarding the Company's net income for the nine months ended December 31, 2013. On January 31, 2014, the Company received from Wells Fargo a waiver of such noncompliance.
- As of March 31, 2014, the Company determined that it was not in compliance with the financial covenant contained in the amended Agreements regarding the Company's annual net income for Fiscal 2014. On April 25, 2014, the Company received from Wells Fargo a waiver of such noncompliance.
- On June 9, 2014, the Company entered into an amendment to the Agreements with Wells Fargo to increase the line of credit to an amount up to \$20.0 million from \$15.0 million and extend the maturity date of one of the lines of credit through September 30, 2017. Additionally, this amendment made certain changes to decrease the required minimum cash balance relative to the outstanding line of credit advances and set the financial covenants for Fiscal 2015. The amendment also added a \$0.5 million non-revolving capital expenditure line of credit.

If we had not obtained the waivers and amended the Agreements as described above, we would not be able to draw additional funds under the Credit Facility. In addition, the Company has pledged its accounts receivables, inventories, equipment, patents and other assets as collateral for its Agreements, which would be subject to seizure by Wells Fargo if the Company were in default under the Agreements and unable to repay the indebtedness. Wells Fargo also has the option to terminate the Agreements or accelerate the indebtedness during a period of noncompliance. Based on our current forecasts, management believes we will maintain compliance with the covenants contained in the amended Agreements for at least the next twelve months. If a covenant violation were to occur, management would attempt to negotiate a waiver of compliance from Wells Fargo.

On May 1, 2014, we entered into an underwriting agreement with Cowen and Company, LLC and FBR & Co. acting as the book-running managers and Craig-Hallum Capital Group LLC as co-manager, related to a public offering of 18.8 million shares of our common stock at a price of \$1.70 per share less underwriting discounts and commissions. The shares were allocated to a single institutional investor. The net proceeds to the Company from the sale of the common stock, after deducting fees and other offering expenses, was approximately \$29.8 million. The offering closed on May 6, 2014.

Management believes that existing cash and cash equivalents are sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the next twelve months; however, if our anticipated cash needs change, it is possible that we may need to raise additional capital in the future. We could seek to raise funds by selling additional securities to the public or to selected investors, or by obtaining additional debt financing. There is no assurance that we will be able to obtain additional funds on commercially favorable terms, or at all. If the Company raises additional funds by issuing additional equity or convertible debt securities, the fully diluted ownership percentages of existing stockholders will be reduced. In addition, the equity or debt securities that the Company would issue may have rights, preferences or privileges senior to those of the holders of its common stock.

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Although we believe we have sufficient capital to fund our working capital and capital expenditures for at least the next twelve months, depending on the timing of our future sales and collection of related receivables, managing inventory costs and the timing of inventory purchases and deliveries required to fulfill the backlog, our future capital requirements may vary materially from those now planned. The amount of capital that we will need in the future will require us to achieve significantly increased sales volume which is dependent on many factors, including:

- the market acceptance of our products and services;
- our business, product and capital expenditure plans;
- capital improvements to new and existing facilities;
- our competitors' response to our products and services;
- our relationships with customers, distributors, dealers and project resellers; and
- our customers' ability to afford and/or finance our products.

Our accounts receivable balance, net of allowances, was \$28.0 million and \$17.9 million as of March 31, 2014 and March 31, 2013, respectively. Accounts receivable days sales outstanding ("DSO") increased by 24 days to 70 days as of March 31, 2014 compared to 46 days as of March 31, 2013. The change in DSO was largely the result of timing of cash receipts on the increased revenue. We recorded bad debt expense of \$0.2 million, \$0.3 million and \$2.3 million for the years ended March 31, 2014, 2013 and 2012, respectively. No assurances can be given that future bad debt expense will not increase above current operating levels. Increased bad debt expense or delays in collecting accounts receivable could have a material adverse effect on cash flows and results of operations. In addition, our ability to access the capital markets may be severely restricted or made very expensive at a time when we need, or would like, to do so, which could have a material adverse impact on our liquidity and financial resources. Certain industries in which our customers do business and certain geographic areas have been and could continue to be adversely affected by the current economic environment.

#### Contractual Obligations and Commercial Commitments

At March 31, 2014, our commitments under notes payable, capital leases and non-cancelable operating leases were as follows (in thousands):

	Payment Due by Period				
	Total	1 Year or Less	1 - 3 Years	3 - 5 Years	More than 5 Years
<b>Contractual Obligations:</b>					
Notes payable and capital lease obligations	\$ 645	\$ 444	\$ 201	\$ —	\$ —
Operating lease obligations	3,586	1,285	2,301	—	—
Revolving credit facility	13,228	13,228	—	—	—
<b>Total</b>	<b>\$ 17,459</b>	<b>\$ 14,957</b>	<b>\$ 2,502</b>	<b>\$ —</b>	<b>\$ —</b>

As of March 31, 2014, we had firm commitments to purchase inventories of approximately \$32.2 million through Fiscal 2017. Certain inventory delivery dates and related payments are not firmly scheduled; therefore, amounts under these firm purchase commitments will be payable concurrent with the receipt of the related inventories.

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Agreements we have with some of our distributors require that if we render parts obsolete in inventories they own and hold in support of their obligations to serve fielded microturbines, then we are required to replace the affected stock at no cost to the distributors. While we have never incurred costs or obligations for these types of replacements, it is possible that future changes in product technology could result and yield costs if significant amounts of inventory are held at distributors. As of March 31, 2014, no significant inventories were held at distributors.

Pursuant to the terms of our Agreements with Wells Fargo, the minimum interest payable under the Credit Facility is \$66,000 each calendar quarter. One of the Agreements will terminate in accordance with its terms on September 30, 2014 and the other one will terminate on September 30, 2017.

### **Off-Balance Sheet Arrangements**

We do not have any material off-balance sheet arrangements.

### **Inflation**

Inflation did not have a material impact on our results of operations or financial condition for the fiscal years ended March 31, 2014, 2013 and 2012. In an effort to offset the adverse impact of inflation on earnings, we have historically raised selling prices on all products, parts, accessories and services. However, any future adverse impact of inflation on our raw materials and energy costs may not be similarly recoverable through our selling price increases.

### **Impact of Recently Issued Accounting Standards**

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"). ASU 2014-09 supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. We are evaluating our existing revenue recognition policies to determine whether any contracts in the scope of the guidance will be affected by the new requirements. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods therein.

### **Item 7A. Quantitative and Qualitative Disclosure About Market Risk.**

#### *Foreign Currency*

We currently develop products in the U.S. and market and sell our products predominantly in North America, Europe and Asia. As a result, factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets could affect our financial results. As all of our sales and purchases are currently made in U.S. dollars, we do not utilize foreign exchange contracts to reduce our exposure to foreign currency fluctuations. In the future, as our customers, employees and vendor bases expand, we may enter into transactions that are denominated in foreign currencies.

#### *Interest*

Our exposure to changes in the interest rates results primarily from our Credit Facility borrowings. As of March 31, 2014, we had \$13.2 million of outstanding indebtedness subject to interest rate fluctuations. Based on these borrowings as of March 31, 2014, a hypothetical 100 basis point increase in the then current LIBOR rate would increase our interest expense by \$0.1 million on an annual basis.

The level of outstanding indebtedness fluctuates from period to period and therefore could result in additional interest.

**Item 8. Financial Statements and Supplementary Data.**

Our Consolidated Financial Statements and Financial Statement Schedule included in this Form 10-K beginning at page F-1 are incorporated in this Item 8 by reference.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None.

**Item 9A. Controls and Procedures.**

*Disclosure Controls and Procedures*

We maintain disclosure controls and procedures that are designed to ensure that the information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

In connection with the preparation of this Annual Report on Form 10-K for the year ended March 31, 2014, an evaluation was performed under the supervision and with the participation of our management, including the CEO and CFO, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). During this evaluation, management identified deficiencies primarily related to the inadequate design of certain control activities. None of the design deficiencies caused material errors to the financial statements, but the aggregation of these deficiencies presented a reasonable possibility that a material misstatement to the financial statements could have occurred. As a result, our CEO and CFO concluded that our disclosure controls and procedures as of the end of the period covered by this Form 10-K were not effective because of the material weakness described below in "Management's Annual Report on Internal Control Over Financial Reporting."

*Management's Annual Report on Internal Control Over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) under the Exchange Act as a process designed by, or under the supervision of, the company's CEO and CFO and effected by the company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the company's assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

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- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

We conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organization of the Treadway Commission. Management identified deficiencies in internal control over financial reporting related primarily to weaknesses in management's risk assessment process that led to the inadequate design of certain control activities in the areas of Factory Protection Plan ("FPP") Revenue, Inventory and Cost of Goods Sold related to Inventory. None of the design deficiencies caused material errors to the financial statements, but the combination of these deficiencies presents a reasonable possibility that a material misstatement to the financial statements could have occurred. As such, management concluded that a material weakness in internal control over financial reporting existed at March 31, 2014.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. A deficiency in internal control over financial reporting exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

KPMG LLP, the Company's independent registered public accounting firm, has issued a report on the Company's internal control over financial reporting. The report of KPMG LLP follows. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### *Changes in Internal Control Over Financial Reporting*

There were no changes in the Company's internal control over financial reporting during the three month period ended March 31, 2014 which have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

### *Remediation of Material Weakness*

Management is committed to improving the Company's internal control processes. We are currently taking steps to enhance our risk assessment process and the design of control activities around FPP Revenue, Inventory and Cost of Goods Sold as it relates to Inventory and remediate the material weakness in our internal control over financial reporting. Management believes that these steps should remediate the material weakness and improve the design of our internal control over financial reporting. As we continue to evaluate and improve our internal control over financial reporting, additional measures to remediate the material weakness or modifications to certain of the remediation procedures may be necessary.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders  
Capstone Turbine Corporation

We have audited Capstone Turbine Corporation's (Company's) internal control over financial reporting as of March 31, 2014, based on criteria established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Capstone Turbine Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. A material weakness related to the Company's risk assessment process has been identified and included in management's assessment. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), and the consolidated balance sheets of Capstone Turbine Corporation and subsidiaries as of March 31, 2014 and 2013, the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the two-year period ended March 31, 2014. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2014 consolidated financial statements, and this report does not affect our report dated June 12, 2014, which expressed an unqualified opinion on those consolidated financial statements.



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In our opinion, because of the effect of the aforementioned material weakness on the achievement of the objectives of the control criteria, Capstone Turbine Corporation has not maintained effective internal control over financial reporting as of March 31, 2014, based on criteria established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We do not express an opinion or any other form of assurance on management's statements referring to corrective actions taken after March 31, 2014, relative to the aforementioned material weakness in internal control over financial reporting.

(signed) KPMG LLP

Los Angeles, California  
June 12, 2014

**Item 9B. Other Information.**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance.**

**Directors**

Information contained under the caption "Proposal 1: Election of Directors to the Board of Directors" included in our proxy statement relating to our 2014 annual meeting of stockholders is incorporated herein by reference.

**Executive Officers**

Information contained under the caption "Executive Officers of the Company" included in our proxy statement relating to our 2014 annual meeting of stockholders is incorporated herein by reference.

**Compliance with Section 16(a) of the Exchange Act**

Information contained under the caption "Other Information—Section 16(a) Beneficial Ownership Reporting Compliance" included in our proxy statement relating to our 2014 annual meeting of stockholders is incorporated herein by reference.

**Code of Ethics**

Information contained under the caption "Other Information—Code of Business Conduct and Code of Ethics" included in our proxy statement relating to our 2014 annual meeting of stockholders is incorporated herein by reference.

**Stockholder Nominees**

Information contained under the caption "Governance of the Company and Practices of the Board of Directors—Director Recommendation and Nomination Process" included in our proxy statement relating to our 2014 annual meeting of stockholders is incorporated herein by reference.

**Audit and Compliance Committee**

Information contained under the caption "Governance of the Company and Practices of the Board of Directors—Board Committees—Audit Committee" included in our proxy statement relating to our 2014 annual meeting of stockholders is incorporated herein by reference.

**Item 11. Executive Compensation.**

Information contained under the captions "Compensation Discussion and Analysis," "Executive Compensation," "Compensation of Directors," "Compensation Committee Interlocks and Insider Participation" and "Compensation Committee Report" included in our proxy statement relating to our 2014 annual meeting of stockholders is incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

**Equity Compensation Plan Information**

Information contained under the caption "Securities Authorized for Issuance under Equity Compensation Plans" included in our proxy statement relating to our 2014 annual meeting of stockholders is incorporated herein by reference.

**Security Ownership of Certain Beneficial Owners and Management**

Information contained under the caption "Security Ownership of Certain Beneficial Owners and Management" included in our proxy statement relating to our 2014 annual meeting of stockholders is incorporated herein by reference.

**Item 13. Certain Relationships and Related Transactions, and Director Independence.**

Information contained under the captions "Other Information—Related Person Transactions Policies and Procedures" and "Governance of the Company and Practices of the Board of Directors—Board of Directors; Leadership Structure" included in our proxy statement relating to our 2014 annual meeting of stockholders is incorporated herein by reference.

**Item 14. Principal Accounting Firm Fees and Services.**

Information contained under the caption "Fees and Services of the Independent Registered Public Accounting Firm" included in our proxy statement relating to our 2014 annual meeting of stockholders is incorporated herein by reference.

**PART IV****Item 15. Exhibits and Financial Statement Schedules.***(a) 1. and 2. Financial statements and financial statement schedule*

The financial statements, notes and financial statement schedule are listed in the Index to Consolidated Financial Statements on page F-1 of this Report.

*(a) 3. Index to Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
2.1	Asset Purchase Agreement between Capstone Turbine Corporation and Calnetix Power Solutions, Inc., dated February 1, 2010(a)
2.2	Amendment to Asset Purchase Agreement between Capstone Turbine Corporation and Calnetix Power Solutions, Inc., dated March 31, 2011(b)
2.3	Second Amendment to Asset Purchase Agreement between Capstone Turbine Corporation and Calnetix Power Solutions, Inc., dated April 28, 2011(b)
3.1	Second Amended and Restated Certificate of Incorporation of Capstone Turbine Corporation(c)
3.2	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Capstone Turbine Corporation(d)
3.3	Amended and Restated Bylaws of Capstone Turbine Corporation(e)
4.1	Specimen stock certificate(f)
4.2	Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock(g)
4.3	Certificate of Amendment of Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock of Capstone Turbine Corporation dated September 16, 2008(h)
4.4	Certificate of Amendment to Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock dated August 30, 2012(i)
4.5	Rights Agreement, dated July 7, 2005, between Capstone Turbine Corporation and Mellon Investor Services LLC(g)
4.6	Amendment No. 1 to Rights Agreement, dated July 3, 2008, between Capstone Turbine Corporation and Mellon Investor Services LLC(j)
4.7	Amendment No. 2 to Rights Agreement, dated June 9, 2011, between Capstone Turbine Corporation and Mellon Investor Services LLC(b)
10.1	Amended and Restated License Agreement, dated August 2, 2000, by and between Solar Turbines Incorporated and Capstone Turbine Corporation(k)
10.2	Transition Agreement, dated August 2, 2000, by and between Capstone Turbine Corporation and Solar Turbines Incorporated(k)
10.3	Lease between Capstone Turbine Corporation and Northpark Industrial—Leahy Division LLC, dated December 1, 1999, as amended, for leased premises at 21211 Nordhoff Street, Chatsworth, California(l)

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<u>Exhibit Number</u>	<u>Description</u>
10.4	Lease between Capstone Turbine Corporation and Prologis, L.P., formerly known as AMB Property, L.P., dated September 25, 2000, as amended, for leased premises at 16640 Stagg Street, Van Nuys, California(m)
10.5*	Capstone Turbine Corporation Amended and Restated 2000 Equity Incentive Plan as amended and restated effective August 30, 2012(n)
10.6*	Form of Stock Option Agreement for Amended and Restated 2000 Equity Incentive Plan(o)
10.7*	Form of Stock Bonus Agreement for Capstone Turbine Corporation 2000 Equity Incentive Plan(p)
10.8*	Amended and Restated Capstone Turbine Corporation Change of Control Severance Plan(q)
10.9	Development and License Agreement between Capstone Turbine Corporation and Carrier Corporation, successor in interest to UTC Power Corporation, dated September 4, 2007(r)
10.10	First Amendment to the Development and License Agreement between Capstone Turbine Corporation and Carrier Corporation, successor in interest to UTC Power Corporation, dated January 14, 2011(b)
10.11	Form of Investor Agreement, dated September 18, 2012, between Capstone Turbine Corporation and an investor in the 2012 registered direct offering(s)
10.12	Form of Investor Letter Agreement, dated February 21, 2013, between Capstone Turbine Corporation and investors in the 2012 registered direct offering(t)
10.13	Credit and Security Agreement between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated February 9, 2009 (Domestic Facility)(u)
10.14	Credit and Security Agreement between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated February 9, 2009 (Ex-Im Subfacility)(u)
10.15	First Amendment to Credit and Security Agreement between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated June 9, 2009(u)
10.16	Second Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated November 5, 2009(v)
10.17	Third Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated June 11, 2010(p)
10.18	Fourth Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated June 29, 2010(w)
10.19	Fifth Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated November 9, 2010(x)
10.20	Sixth Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated March 23, 2011(y)
10.21	Seventh Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated June 9, 2011(b)

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<u>Exhibit Number</u>	<u>Description</u>
10.22	Eighth Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated September 27, 2011(z)
10.23	Ninth Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated February 8, 2012(aa)
10.24	Tenth Amendment to the Credit and Security Agreements between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated June 12, 2012(bb)
10.25	Eleventh Amendment to the Credit and Security Agreements between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated June 7, 2013(m)
10.26	Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated April 25, 2014
10.27	Twelfth Amendment to the Credit and Security Agreements between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated June 9, 2014(cc)
10.28*	Capstone Turbine Corporation Amended and Restated Executive Performance Incentive Plan as amended and restated effective August 29, 2013(dd)
10.29*	Inducement Stock Option Agreement with Darren R. Jamison, dated December 18, 2006(ee)
10.30*	Restricted Stock Agreement with Darren R. Jamison, dated December 18, 2006(ee)
10.31*	Letter Agreement between Capstone Turbine Corporation and Darren R. Jamison, dated December 1, 2006(ee)
10.32*	Amendment to Letter Agreement between Capstone Turbine Corporation and Darren R. Jamison, effective April 8, 2009(u)
10.33*	Letter Agreement between Capstone Turbine Corporation and James D. Crouse, dated January 31, 2007(ff)
10.34*	Inducement Stock Option Agreement with James D. Crouse, dated February 5, 2007(ff)
10.35*	Restricted Stock Agreement with James D. Crouse, dated February 5, 2007(ff)
10.36*	Form of Inducement Stock Option Agreement(gg)
10.37*	Form of Inducement Restricted Stock Unit Agreement(gg)
10.38*	Amended and Restated Change in Control Severance Agreement with Darren R. Jamison, dated June 14, 2012(bb)
10.39*	Consulting Agreement with Mark Gilbreth, dated April 1, 2013(m)
10.40	Underwriting Agreement dated May 1, 2014 by and between the Company and Cowen and Company, LLC, as representative of the several underwriters(hh)
14.1	Code of Business Conduct
14.2	Code of Ethics for Senior Financial Officers and Chief Executive Officer
21	Subsidiary List(b)
23.1	Consent of KPMG LLP
23.2	Consent of Deloitte & Touche LLP

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<u>Exhibit Number</u>	<u>Description</u>
24	Power of Attorney (included on the signature page of this Form 10-K)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS**	XBRL Instance Document
101.SCH**	XBRL Schema Document
101.CAL**	XBRL Calculation Linkbase Document
101.LAB**	XBRL Label Linkbase Document
101.PRE**	XBRL Presentation Linkbase Document
101.DEF**	XBRL Definition Linkbase Document

\* Management contract or compensatory plan or arrangement

- (a) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on February 5, 2010 (File No. 001-15957).
- (b) Incorporated by reference to Capstone Turbine Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2011 (File No. 001-15957).
- (c) Incorporated by reference to Capstone Turbine Corporation's Registration Statement on Form S-1/A, dated May 8, 2000 (File No. 333-33024).
- (d) Incorporated by reference to Appendix B to Capstone Turbine Corporation's Definitive Proxy Statement, filed on July 17, 2012 (File No. 001-15957).
- (e) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2005 (File No. 001-15957).
- (f) Incorporated by reference to Capstone Turbine Corporation's Registration Statement on Form S-1/A, dated June 21, 2000 (File No. 333-33024).
- (g) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on July 8, 2005 (File No. 001-15957).
- (h) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009 (File No. 001-15957).
- (i) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on September 6, 2012 (File No. 001-15957).
- (j) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on July 10, 2008 (File No. 001-15957).
- (k) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on October 16, 2000 (File No. 001-15957).
- (l) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on September 2, 2009 (File No. 001-15957).

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- (m) Incorporated by reference to Capstone Turbine Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2013 (File No. 001-15957).
- (n) Incorporated by reference to Appendix A to Capstone Turbine Corporation's Definitive Proxy Statement, filed on July 17, 2012 (File No. 001-15957).
- (o) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (File No. 001-15957).
- (p) Incorporated by reference to Capstone Turbine Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2010 (File No. 001-15957).
- (q) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2004 (File No. 001-15957).
- (r) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 (File No. 001-15957).
- (s) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on September 19, 2012 (File No. 001-15957).
- (t) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on February 26, 2013 (File No. 001-15957).
- (u) Incorporated by reference to Capstone Turbine Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2009 (File No. 001-15957).
- (v) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for quarterly period ended September 30, 2009 (File No. 001-15957).
- (w) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on July 1, 2010 (File No. 001-15957).
- (x) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on November 12, 2010 (File No. 001-15957).
- (y) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on March 25, 2011 (File No. 001-15957).
- (z) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on October 3, 2011 (File No. 001-15957).
- (aa) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011 (File No. 001-15957).
- (bb) Incorporated by reference to Capstone Turbine Corporation's Annual Report on Form 10-K for the fiscal year ended on March 31, 2012 (File No. 001-15957).
- (cc) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on June 10, 2014 (File No. 001-15957).
- (dd) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013 (File No. 001-15957).
- (ee) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2006 (File No. 001-15957).
- (ff) Incorporated by reference to Capstone Turbine Corporation's Annual Report on Form 10-K for the fiscal year ended on March 31, 2007 (File No. 001-15957).
- (gg) Incorporated by reference to Capstone Turbine Corporation's Registration Statement on Form S-8, dated June 17, 2009 (File No. 333-160049).
- (hh) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on May 1, 2014 (File No. 001-15957).



**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**  
**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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Financial statement schedules not included in this Annual Report on Form 10-K have been omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders  
Capstone Turbine Corporation

We have audited the accompanying consolidated balance sheets of Capstone Turbine Corporation and subsidiaries (Company) as of March 31, 2014 and 2013, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the two-year period ended March 31, 2014. In connection with our audits of the consolidated financial statements, we also have audited financial statement schedule II. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Capstone Turbine Corporation and subsidiaries as of March 31, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the two-year period ended March 31, 2014, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Capstone Turbine Corporation's internal control over financial reporting as of March 31, 2014, based on criteria established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated June 12, 2014 expressed an adverse opinion on the effectiveness of the Company's internal control over financial reporting.

(signed) KPMG LLP

Los Angeles, California  
June 12, 2014

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of  
Capstone Turbine Corporation  
Chatsworth, California

We have audited the accompanying consolidated statements of operations, stockholders' equity and cash flows of Capstone Turbine Corporation and subsidiaries (the "Company") for the year ended March 31, 2012. Our audit also included the financial statement schedule for the year ended March 31, 2012 listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the results of Capstone Turbine Corporation and subsidiaries' operations and their cash flows for the year ended March 31, 2012, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

/s/ DELOITTE & TOUCHE LLP

Los Angeles, California  
June 14, 2012

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****(In thousands, except share amounts)**

	<u>March 31,</u> <u>2014</u>	<u>March 31,</u> <u>2013</u>
<b>Assets</b>		
Current Assets:		
Cash and cash equivalents	\$ 27,859	\$ 38,817
Accounts receivable, net of allowances of \$2,246 at March 31, 2014 and \$2,142 at March 31, 2013	28,019	17,941
Inventories	18,102	18,513
Prepaid expenses and other current assets	<u>2,217</u>	<u>2,588</u>
Total current assets	<u>76,197</u>	<u>77,859</u>
Property, plant and equipment, net	2,891	3,543
Non-current portion of inventories	2,938	3,252
Intangible assets, net	1,790	2,313
Other assets	<u>302</u>	<u>371</u>
Total	<u>\$ 84,118</u>	<u>\$ 87,338</u>
<b>Liabilities and Stockholders' Equity</b>		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 28,577	\$ 24,121
Accrued salaries and wages	1,883	1,721
Accrued warranty reserve	2,965	2,299
Deferred revenue	2,657	3,089
Revolving credit facility	13,228	13,476
Current portion of notes payable and capital lease obligations	444	361
Warrant liability	<u>—</u>	<u>10</u>
Total current liabilities	<u>49,754</u>	<u>45,077</u>
Long-term portion of notes payable and capital lease obligations	201	233
Other long-term liabilities	70	142
Commitments and contingencies (Note 12)		
Stockholders' Equity:		
Preferred stock, \$.001 par value; 10,000,000 shares authorized; none issued		
Common stock, \$.001 par value; 515,000,000 shares authorized, 311,520,567 shares issued and 310,377,293 shares outstanding at March 31, 2014; 305,661,276 shares issued and 304,622,573 shares outstanding at March 31, 2013	312	306
Additional paid-in capital	805,342	796,767
Accumulated deficit	(770,231)	(753,975)
Treasury stock, at cost; 1,143,274 shares at March 31, 2014 and 1,038,703 shares at March 31, 2013	<u>(1,330)</u>	<u>(1,212)</u>
Total stockholders' equity	<u>34,093</u>	<u>41,886</u>
Total	<u>\$ 84,118</u>	<u>\$ 87,338</u>

See accompanying notes to consolidated financial statements.

## CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

	Years Ended March 31,		
	2014	2013	2012
Revenue	\$ 133,105	\$ 127,557	\$ 109,371
Cost of goods sold	<u>111,409</u>	<u>113,172</u>	<u>103,944</u>
Gross margin	21,696	14,385	5,427
Operating expenses:			
Research and development	9,029	8,979	8,237
Selling, general and administrative	<u>27,981</u>	<u>27,364</u>	<u>28,927</u>
Total operating expenses	<u>37,010</u>	<u>36,343</u>	<u>37,164</u>
Loss from operations	(15,314)	(21,958)	(31,737)
Other (expense) income	(20)	25	31
Interest income	—	—	2
Interest expense	(712)	(717)	(857)
Change in fair value of warrant liability	<u>10</u>	<u>781</u>	<u>13,983</u>
Loss before income taxes	(16,036)	(21,869)	(18,578)
Provision for income taxes	<u>220</u>	<u>694</u>	<u>186</u>
Net loss	<u>\$ (16,256)</u>	<u>\$ (22,563)</u>	<u>\$ (18,764)</u>
Net loss per common share—basic and diluted	<u>\$ (0.05)</u>	<u>\$ (0.07)</u>	<u>\$ (0.07)</u>
Weighted average shares used to calculate basic and diluted net loss per common share	<u>307,060</u>	<u>302,168</u>	<u>266,945</u>

See accompanying notes to consolidated financial statements.

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

(In thousands, except share amounts)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Treasury Stock		Total Stockholders' Equity
	Shares	Amount			Shares	Amount	
Balance, March 31, 2011	259,544,911	\$ 260	\$ 747,962	\$ (712,648)	949,620	\$ (1,094)	\$ 34,480
Purchase of treasury stock	—	—	—	—	48,200	(78)	(78)
Vested restricted stock awards	699,107	—	—	—	—	—	—
Stock-based compensation	—	—	1,558	—	—	—	1,558
Exercise of stock options and employee stock purchases	785,504	1	779	—	—	—	780
Stock awards to Board of Directors	77,971	—	94	—	—	—	94
Warrants exercised	16,657,820	16	17,385	—	—	—	17,401
Issuance of common stock for Calnetix Power Solutions acquisition	22,550,000	23	23,123	—	—	—	23,146
Net loss	—	—	—	(18,764)	—	—	(18,764)
Balance, March 31, 2012	300,315,313	\$ 300	\$ 790,901	\$ (731,412)	997,820	\$ (1,172)	\$ 58,617
Purchase of treasury stock	—	—	—	—	40,883	(40)	(40)
Vested restricted stock awards	469,911	—	—	—	—	—	—
Stock-based compensation	—	—	1,500	—	—	—	1,500
Employee stock purchases	22,478	1	20	—	—	—	21
Stock awards to Board of Directors	103,574	—	101	—	—	—	101
Issuance of common stock upon exercise of put option	4,750,000	5	4,245	—	—	—	4,250
Net loss	—	—	—	(22,563)	—	—	(22,563)
Balance, March 31, 2013	305,661,276	\$ 306	\$ 796,767	\$ (753,975)	1,038,703	\$ (1,212)	\$ 41,886
Purchase of treasury stock	—	—	—	—	104,571	(118)	(118)
Vested restricted stock awards	407,845	—	—	—	—	—	—
Stock-based							

compensation	—	—	2,031	—	—	—	2,031
Exercise of stock options and employee stock purchases	357,619	1	479	—	—	—	480
Stock awards to Board of Directors	368,827	—	116	—	—	—	116
Warrants exercised	4,725,000	5	5,949	—	—	—	5,954
Net loss	—	—	—	(16,256)	—	—	(16,256)
Balance, March 31, 2014	<u>311,520,567</u>	<u>\$ 312</u>	<u>\$ 805,342</u>	<u>\$ (770,231)</u>	<u>1,143,274</u>	<u>\$ (1,330)</u>	<u>\$ 34,093</u>

See accompanying notes to consolidated financial statements.

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)

	Year Ended March 31,		
	2014	2013	2012
<b>Cash Flows from Operating Activities:</b>			
Net loss	\$(16,256)	\$(22,563)	\$(18,764)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	2,323	2,820	3,404
Amortization of deferred financing costs	223	148	169
Accounts receivable allowances	242	276	2,256
Inventory provision	1,509	1,307	1,525
Provision for warranty expenses	3,903	5,129	4,227
Loss on disposal of equipment	225	41	3
Stock-based compensation	2,147	1,601	1,652
Change in fair value of warrant liability	(10)	(781)	(13,983)
Changes in operating assets and liabilities:			
Accounts receivable	(10,320)	359	(1,503)
Inventories	(784)	(2,878)	(998)
Prepaid expenses and other current assets	470	587	(220)
Accounts payable and accrued expenses	4,475	1,221	2,660
Accrued salaries and wages and long term liabilities	90	(107)	106
Accrued warranty reserve	(3,237)	(4,324)	(3,814)
Deferred revenue	(432)	94	1,842
Net cash used in operating activities	<u>(15,432)</u>	<u>(17,070)</u>	<u>(21,438)</u>
<b>Cash Flows from Investing Activities:</b>			
Expenditures for property and equipment	(1,179)	(1,213)	(1,419)
Changes in restricted cash	—	—	1,250
Net cash used in investing activities	<u>(1,179)</u>	<u>(1,213)</u>	<u>(169)</u>
<b>Cash Flows from Financing Activities:</b>			
Net (repayments of) proceeds from revolving credit facility	(248)	3,045	3,351
Repayment of notes payable and capital lease obligations	(415)	(128)	(499)
Net proceeds from (cash used in) employee stock-based transactions	362	(19)	702
Net proceeds from issuance of common stock and warrants	—	—	23,146
Proceeds from exercise of common stock warrants and put options	5,954	4,250	11,403
Net cash provided by financing activities	<u>5,653</u>	<u>7,148</u>	<u>38,103</u>
Net (decrease) increase in Cash and Cash Equivalents	(10,958)	(11,135)	16,496
Cash and Cash Equivalents, Beginning of Year	<u>38,817</u>	<u>49,952</u>	<u>33,456</u>
Cash and Cash Equivalents, End of Year	<u>\$ 27,859</u>	<u>\$ 38,817</u>	<u>\$ 49,952</u>
<b>Supplemental Disclosures of Cash Flow Information:</b>			
Cash paid during the year for:			
Interest	\$ 506	\$ 588	\$ 672
Income taxes	\$ 246	\$ 635	\$ 204
Cash received during the period for income tax refund	\$ —	\$ —	\$ 127

**Supplemental Disclosures of Non-Cash Information:**

During the years ended March 31, 2014, 2013 and 2012, the Company incurred \$491 thousand, \$476 thousand and \$635 thousand, respectively, in connection with the renewal of insurance contracts, which was financed by notes payable.

Included in accounts payable at March 31, 2014, 2013 and 2012 is \$7 thousand, \$26 thousand, and \$187 thousand of accrued purchases of property and equipment, respectively.

During the year ended March 31, 2014 and 2013, the Company purchased fixed assets in consideration for the issuance of a note payable of \$158 thousand and \$306 thousand, respectively. There were no fixed assets purchased with a note payable during the year ended March 31, 2012.

See accompanying notes to consolidated financial statements.





## CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### 1. Description of the Company and Basis of Presentation

Capstone Turbine Corporation (the "Company") develops, manufactures, markets and services microturbine technology solutions for use in stationary distributed power generation applications, including cogeneration (combined heat and power ("CHP"), integrated combined heat and power ("ICHP"), and combined cooling, heat and power ("CCHP")), renewable energy, natural resources and critical power supply. In addition, the Company's microturbines can be used as battery charging generators for hybrid electric vehicle applications. The Company was organized in 1988 and has been commercially producing its microturbine generators since 1998.

The Company has incurred significant operating losses since its inception. Management anticipates incurring additional losses until the Company can produce sufficient revenue to cover its operating costs. To date, the Company has funded its activities primarily through private and public equity offerings. This Annual Report on Form 10-K (this "Form 10-K") refers to the Company's fiscal years ending March 31 as its "Fiscal" years.

The consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company's net loss from operations for the Fiscal years ended 2014, 2013 and 2012 was \$15.3 million, \$22.0 million and \$31.7 million, respectively. Management believes the Company's net loss will continue to decrease as the Company makes overall progress on its path to profitability. The Company's cash and cash equivalents as of March 31, 2014 and 2013 were \$27.9 million and \$38.8 million, respectively.

Management believes that existing cash and cash equivalents are sufficient to meet the Company's anticipated cash needs for working capital and capital expenditures for at least the next twelve months; however, if our anticipated cash needs change, it is possible that the Company may need to raise additional capital in the future. The Company may seek to raise funds by selling additional securities to the public or to selected investors or by obtaining additional debt financing. There is no assurance that the Company will be able to obtain additional funds on commercially favorable terms, or at all. If the Company raises additional funds by issuing additional equity or convertible debt securities, the fully diluted ownership percentages of existing stockholders will be reduced. In addition, any equity or debt securities that the Company would issue may have rights, preferences or privileges senior to those of the holders of its common stock.

The consolidated financial statements include the accounts of the Company, Capstone Turbine International, Inc., its wholly owned subsidiary that was formed in June 2004, and Capstone Turbine Singapore Pte., Ltd., its wholly owned subsidiary that was formed in February 2011, after elimination of inter-company transactions.

#### 2. Summary of Significant Accounting Policies

**Cash Equivalents** The Company considers only those investments that are highly liquid and readily convertible to cash with original maturities of three months or less at date of purchase as cash equivalents.

**Restricted Cash** As of March 31, 2011, the Company had maintained \$1.3 million as additional security for its line of credit with Wells Fargo. During Fiscal 2012, Wells Fargo released \$1.3 million of the restricted cash.

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Summary of Significant Accounting Policies (Continued)**

See Note 11—Revolving Credit Facility, for discussion of the line of credit with Wells Fargo.

**Fair Value of Financial Instruments** The carrying value of certain financial instruments, including cash equivalents, accounts receivable, accounts payable, revolving credit facility and notes payable approximate fair market value based on their short-term nature. See Note 10—Fair Value Measurements, for disclosure regarding the fair value of other financial instruments.

**Accounts Receivable** Trade accounts receivable are recorded at the invoiced amount and typically non-interest bearing. The Company maintains allowances for estimated losses resulting from the inability of customers to make required payments and other accounts receivable allowances.

**Inventories** The Company values inventories at first in first out ("FIFO") basis and lower of cost or market. The composition of inventory is routinely evaluated to identify slow-moving, excess, obsolete or otherwise impaired inventories. Inventories identified as impaired are evaluated to determine if write-downs are required. Included in the assessment is a review for obsolescence as a result of engineering changes in the Company's products. All inventories expected to be used in more than one year are classified as long-term.

**Depreciation and Amortization** Depreciation and amortization are provided for using the straight-line method over the estimated useful lives of the related assets, ranging from two to ten years. Leasehold improvements are amortized over the lease term or the estimated useful lives of the assets, whichever is shorter. Intangible assets that have finite useful lives are amortized over their estimated useful lives using the straight-line method with the exception of the backlog of 100 kW microturbines ("TA100") acquired from Calnetix Power Solutions, Inc. ("CPS"). Purchased backlog is amortized based on unit sales and presented as a component of cost of goods sold.

**Long-Lived Assets** The Company reviews the recoverability of long-lived assets, including intangible assets with finite lives, whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. If the expected future cash flows from the use of such assets (undiscounted and without interest charges) are less than the carrying value, the Company may be required to record a write-down, which is determined based on the difference between the carrying value of the assets and their estimated fair value. The Company performed an analysis as of March 31, 2014 and determined that no impairment was necessary. Intangible assets include a manufacturing license, trade name, technology, backlog and customer relationships. See Note 5—Intangible Assets.

**Deferred Revenue** Deferred revenue consists of deferred product and service revenue and customer deposits. Deferred revenue will be recognized when earned in accordance with the Company's revenue recognition policy. The Company has the right to retain all or part of customer deposits under certain conditions.

**Revenue** The Company's revenue consists of sales of products, parts, accessories and service, which includes a comprehensive Factory Protection Plan ("FPP"), net of discounts. Capstone's distributors purchase products, parts and FPPs for sale to end users and are also required to provide a variety of additional services, including application engineering, installation, commissioning and post-commissioning repair and maintenance service. The Company's standard terms of sales to distributors and direct end-users include transfer of title, care, custody and control at the point of

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Summary of Significant Accounting Policies (Continued)**

shipment, payment terms ranging from full payment in advance of shipment to payment in 90 days, no right of return or exchange, and no post-shipment performance obligations by Capstone except for warranties provided on the products and parts sold.

Revenue from the sale of products, parts and accessories is generally recognized and earned when all of the following criteria are satisfied: (a) persuasive evidence of a sales arrangement exists; (b) price is fixed or determinable; (c) collectability is reasonably assured; and (d) delivery has occurred. Delivery generally occurs when the title and the risks and rewards of ownership have substantially transferred to the customer. Service performed by the Company has consisted primarily of time and materials based contracts. The time and materials contracts are usually related to out-of-warranty units. Service revenue derived from time and materials contracts is recognized as the service is performed. The Company also provides maintenance service contracts to customers of its existing installed base. The maintenance service contracts are agreements to perform certain services to maintain a product for a specified period of time. Service revenue derived from maintenance service contracts is recognized on a straight-line basis over the contract period.

**Warranty** The Company provides for the estimated costs of warranties at the time revenue is recognized. The specific terms and conditions of those warranties vary depending upon the product sold and geography of sale. The Company's product warranties generally start from the delivery date and continue for up to eighteen months. Factors that affect the Company's warranty obligation include product failure rates, anticipated hours of product operations and costs of repair or replacement in correcting product failures. These factors are estimates that may change based on new information that becomes available each period. Similarly, the Company also accrues the estimated costs to address reliability repairs on products no longer in warranty when, in the Company's judgment, and in accordance with a specific plan developed by the Company, it is prudent to provide such repairs. The Company assesses the adequacy of recorded warranty liabilities quarterly and makes adjustments to the liability as necessary. When the Company has sufficient evidence that product changes are altering the historical failure occurrence rates, the impact of such changes is then taken into account in estimating future warranty liabilities.

**Research and Development ("R&D")** The Company accounts for grant distributions and development funding as offsets to R&D expenses and both are recorded as the related costs are incurred. Total offsets to R&D expenses amounted to \$1.4 million, \$1.7 million and \$0.8 million for the years ended March 31, 2014, 2013 and 2012, respectively.

**Income Taxes** Deferred income tax assets and liabilities are computed for differences between the consolidated financial statement and income tax basis of assets and liabilities. Such deferred income tax asset and liability computations are based on enacted tax laws and rates applicable to periods in which the differences are expected to reverse. Valuation allowances are established, when necessary, to reduce deferred income tax assets to the amounts expected to be realized.

**Contingencies** The Company records an estimated loss from a loss contingency when information available prior to issuance of its financial statements indicates that it is probable that an asset has been impaired or a liability has been incurred at the date of the financial statements and the amount of the loss can be reasonably estimated.

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Summary of Significant Accounting Policies (Continued)**

**Risk Concentrations** Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. At March 31, 2014, the majority of our cash balances were held at financial institutions located in California. The accounts at these institutions are insured by the Federal Deposit Insurance Corporation up to certain limits. Balances that exceed the insurance coverage aggregate to approximately \$27.6 million as of March 31, 2014. The Company places its cash and cash equivalents with high credit quality institutions. The Company performs ongoing credit evaluations of its customers and maintains an allowance for potential credit losses.

Sales to E-Finity Distributed Generation, LLC ("E-Finity"), one of the Company's domestic distributors, accounted for 19% of the Company's revenue for the year ended March 31, 2014. Sales to BPC Engineering ("BPC"), one of the Company's Russian distributors, accounted for 17%, 11% and 26% of revenue for the years ended March 31, 2014, 2013 and 2012, respectively. Sales to Horizon Power Systems ("Horizon"), one of the Company's domestic distributors, accounted for 12%, 27% and 19% of revenue for the years ended March 31, 2014, 2013 and 2012, respectively. Additionally, BPC, Electro Mecanique Industries ("EMI"), one of the Company's distributors in the Middle East and Africa, and E-Finity accounted for 26%, 18% and 16%, respectively, of net accounts receivable as of March 31, 2014. BPC and Regatta Solutions, Inc., one of the Company's domestic distributors, accounted for 35% and 11%, respectively, of net accounts receivable as of March 31, 2013.

The Company did not have receivables from the U.S. Department of Energy ("DOE") as of March 31, 2014. Accounts receivable, net of allowances as of March 31, 2013 includes approximately \$0.3 million of other receivables from the U.S. Department of Energy ("DOE") under grants awarded in 2009 and 2010.

The Company recorded bad debt expense of approximately \$0.2 million, \$0.3 million and \$2.3 million for the years ended March 31, 2014, 2013 and 2012, respectively.

Certain components of the Company's products are available from a limited number of suppliers. An interruption in supply could cause a delay in manufacturing, which would affect operating results adversely.

**Estimates and Assumptions** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant estimates include accounting for accounts receivable allowances, stock-based compensation, inventory write-downs, valuation of long-lived assets including intangible assets with finite lives, product warranties, income taxes and other contingencies. Actual results could differ from those estimates.

**Net Loss Per Common Share** Basic loss per common share is computed using the weighted-average number of common shares outstanding for the period. Diluted loss per share is also computed without consideration to potentially dilutive instruments because the Company incurred losses which would make such instruments antidilutive. Outstanding stock options at March 31, 2014, 2013 and 2012 were 12.9 million, 11.8 million and 10.0 million, respectively. Outstanding restricted stock units at March 31, 2014, 2013 and 2012 were 2.1 million, 1.5 million and 1.1 million, respectively. As of March 31, 2014, the Company did not have any warrants outstanding. As of each of March 31, 2013 and 2012, the

## CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**2. Summary of Significant Accounting Policies (Continued)**

number of warrants excluded from diluted net loss per common share computations was approximately 26.5 million.

**Stock-Based Compensation** Options or stock awards are recorded at their estimated fair value at the measurement date. The Company recognizes compensation cost for options and stock awards that have a graded vesting schedule on a straight-line basis over the requisite service period for the entire award.

**Segment Reporting** The Company is considered to be a single reporting segment. The business activities of this reporting segment are the development, manufacture and sale of turbine generator sets and their related parts and service. Following is the geographic revenue information based on the primary operating location of the Company's customers (in thousands):

	Year Ended March 31,		
	2014	2013	2012
United States	\$ 58,432	\$ 57,001	\$ 41,796
Mexico	8,956	22,581	7,798
All other North America	196	4,370	116
Total North America	67,584	83,952	49,710
Russia	23,216	13,827	29,722
All other Europe	17,820	12,036	17,452
Total Europe	41,036	25,863	47,174
Asia	10,728	8,473	5,692
Australia	5,275	5,461	2,749
All other	8,482	3,808	4,046
Total Revenue	\$ 133,105	\$ 127,557	\$ 109,371

## CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**2. Summary of Significant Accounting Policies (Continued)**

The following table summarizes the Company's revenue by product (in thousands):

	Year Ended March 31,		
	2014	2013	2012
C30	\$ 5,623	\$ 6,756	\$ 4,426
C65	29,107	22,899	28,680
TA100	460	1,485	681
C200	14,754	18,099	7,361
C600	10,374	12,384	7,567
C800	10,127	5,324	8,728
C1000	38,141	35,571	32,475
Waste heat recovery generator	180	—	—
Unit upgrades	—	129	—
Total from Microturbine Products	108,766	102,647	89,918
Accessories, Parts and Service	24,339	24,910	19,453
Total	<u>\$ 133,105</u>	<u>\$ 127,557</u>	<u>\$ 109,371</u>

Substantially all of the Company's operating assets are in the United States.

**Recent Accounting Pronouncements** In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"). ASU 2014-09 supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company is evaluating its existing revenue recognition policies to determine whether any contracts in the scope of the guidance will be affected by the new requirements. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods therein.

**3. Inventories**

Inventories are valued on a FIFO basis and lower of cost or market and consisted of the following as of March 31, 2014 and 2013 (in thousands):

	2014	2013
Raw materials	\$ 19,080	\$ 20,198
Work in process	5	—
Finished goods	1,955	1,567
Total	21,040	21,765
Less non-current portion	(2,938)	(3,252)
Current portion	<u>\$ 18,102</u>	<u>\$ 18,513</u>

The non-current portion of inventories represents that portion of the inventories in excess of amounts expected to be used in the next twelve months. The non-current inventories are primarily

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****3. Inventories (Continued)**

comprised of repair parts for older generation products that are still in operation, but are not technologically compatible with current configurations. The weighted average age of the non-current portion of inventories on hand as of March 31, 2014 is 1.7 years. The Company expects to use the non-current portion of the inventories on hand as of March 31, 2014 over the periods presented in the following table (in thousands):

<u>Expected Period of Use</u>	<u>Non-current Inventory Balance Expected to be Used</u>
13 to 24 months	\$ 2,271
25 to 36 months	476
37 to 48 months	191
Total	<u>\$ 2,938</u>

**4. Property, Plant and Equipment**

Property, plant and equipment as of March 31, 2014 and 2013 consisted of the following (in thousands):

	<u>2014</u>	<u>2013</u>	<u>Estimated Useful Life</u>
Machinery, rental equipment, equipment, automobiles and furniture	\$ 20,665	\$ 20,649	2 - 10 years
Leasehold improvements	9,731	9,708	10 years
Molds and tooling	5,138	4,933	2 - 5 years
	35,534	35,290	
Less, accumulated depreciation	(32,643)	(31,747)	
Total property, plant and equipment, net	<u>\$ 2,891</u>	<u>\$ 3,543</u>	

Depreciation expense for property, plant and equipment was \$1.8 million, \$2.3 million and \$2.6 million for the years ended March 31, 2014, 2013 and 2012, respectively.



**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**5. Intangible Assets**

Intangible assets consisted of the following (in thousands):

March 31, 2014				
	Weighted Average Amortization Period	Intangible Assets, Gross	Accumulated Amortization	Intangible Assets, Net
Manufacturing license	17 years	\$ 3,700	\$ 3,536	\$ 164
Technology	10 years	2,240	933	1,307
Parts and service customer relationships	5 years	1,080	900	180
TA100 customer relationships	2 years	617	617	—
Backlog	Various	490	351	139
Trade name	1.2 years	69	69	—
<b>Total</b>		<b>\$ 8,196</b>	<b>\$ 6,406</b>	<b>\$ 1,790</b>

March 31, 2013				
	Weighted Average Amortization Period	Intangible Assets, Gross	Accumulated Amortization	Intangible Assets, Net
Manufacturing license	17 years	\$ 3,700	\$ 3,487	\$ 213
Technology	10 years	2,240	709	1,531
Parts and service customer relationships	5 years	1,080	684	396
TA100 customer relationships	2 years	617	617	—
Backlog	Various	490	317	173
Trade name	1.2 years	69	69	—
<b>Total</b>		<b>\$ 8,196</b>	<b>\$ 5,883</b>	<b>\$ 2,313</b>

Amortization expense for the intangible assets was \$0.5 million, \$0.5 million, and \$0.8 million for the years ended March 31, 2014, 2013 and 2012.

Expected future amortization expense of intangible assets as of March 31, 2014 is as follows (in thousands):

Year Ending March 31,	Amortization Expense
2015	\$ 512
2016	352
2017	273
2018	242
2019	224
Thereafter	187
<b>Total expected future amortization</b>	<b>\$ 1,790</b>

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****5. Intangible Assets (Continued)**

The manufacturing license provides the Company with the ability to manufacture recuperator cores previously purchased from Solar Turbines Incorporated ("Solar"). The Company is required to pay a per-unit royalty fee over a seventeen-year period for cores manufactured and sold by the Company using the technology. Royalties of approximately \$83,000, \$76,700, and \$72,800 were earned by Solar for the years ended March 31, 2014, 2013 and 2012, respectively. Earned royalties of approximately \$20,700 and \$24,600 were unpaid as of March 31, 2014 and 2013, respectively, and are included in accrued expenses in the accompanying balance sheets.

**6. Accrued Warranty Reserve**

Changes in the accrued warranty reserve are as follows as of March 31, 2014, 2013 and 2012 (in thousands):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Balance, beginning of the period	\$ 2,299	\$ 1,494	\$ 1,081
Standard warranty provision	2,857	3,874	3,790
Changes for accrual related to reliability repair programs	1,046	1,255	437
Deductions for warranty claims	(3,237)	(4,324)	(3,814)
Balance, end of the period	<u>\$ 2,965</u>	<u>\$ 2,299</u>	<u>\$ 1,494</u>

**7. Deferred Revenue**

Changes in deferred revenue are as follows as of March 31, 2014 and 2013 (in thousands):

	<u>2014</u>	<u>2013</u>
FPP Balance, beginning of the period	\$ 1,412	\$ 1,167
FPP Billings	7,689	5,884
FPP Revenue recognized	(7,040)	(5,639)
Balance attributed to FPP contracts	2,061	1,412
Deposits	596	1,677
Deferred revenue balance, end of the period	<u>\$ 2,657</u>	<u>\$ 3,089</u>

Comprehensive FPP deferred revenue represents the unearned portion of our agreements. FPP agreements are generally paid quarterly in advance with revenue recognized on a straight line basis over the contract period. Deposits are primarily non-refundable cash payments from distributors for future orders.

**8. Income Taxes**

Current income tax provision is the amount of income taxes reported or expected to be reported on our income tax return. The provision for current income taxes for the year ended March 31, 2014 was \$0.2 million, which was all related to foreign taxes. The Company did not have current federal income taxes for the year ended March 31, 2014.

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**8. Income Taxes (Continued)**

Actual income tax expense differed from the amount computed by applying statutory corporate income tax rates to loss from operations before income taxes. A reconciliation of income tax (benefit) expense to the federal statutory rate follows (in thousands):

	<u>Year Ended March 31,</u>		
	<u>2014</u>	<u>2013</u>	<u>2012</u>
Federal income tax at the statutory rate	\$ (5,452)	\$ (7,436)	\$ (6,317)
State taxes, net of federal effect	(93)	(661)	(727)
Foreign taxes	134	675	313
R&D tax credit	37	(1,157)	(455)
Impact of state rate change	492	838	(693)
Warrant liability	(3)	(299)	(5,301)
Expiring NOL	1,543	—	9,765
Valuation allowance	3,614	(1,877)	3,423
Excess tax benefit—stock compensation	—	10,383	—
Other	(52)	228	178
Income tax expense (benefit)	<u>\$ 220</u>	<u>\$ 694</u>	<u>\$ 186</u>

The Company's deferred tax assets and liabilities consisted of the following at March 31, 2014 and 2013 (in thousands):

	<u>2014</u>	<u>2013</u>
Deferred tax assets:		
Inventories	\$ 2,152	\$ 1,754
Warranty reserve	1,051	866
Deferred revenue	731	532
Net operating loss ("NOL") carryforwards	214,071	211,724
Tax credit carryforwards	18,369	18,295
Depreciation, amortization and impairment loss	3,631	3,997
Other	<u>5,280</u>	<u>5,498</u>
Deferred tax assets	245,285	242,666
Valuation allowance for deferred tax assets	<u>(236,169)</u>	<u>(232,555)</u>
Deferred tax assets, net of valuation allowance	9,116	10,111
Deferred tax liabilities:		
Federal benefit of state taxes	<u>(9,116)</u>	<u>(10,111)</u>
Net deferred tax assets	<u>\$ —</u>	<u>\$ —</u>

Because of the uncertainty surrounding the timing of realizing the benefits of favorable tax attributes in future income tax returns, the Company has placed a valuation allowance against its net deferred income tax assets. The change in valuation allowance for Fiscal 2014, 2013 and 2012 was \$3.6 million, \$1.9 million and \$3.4 million, respectively.

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****8. Income Taxes (Continued)**

The Company's NOL and tax credit carryforwards for federal and state income tax purposes at March 31, 2014 were as follows (in thousands):

	<u>Amount</u>	<u>Expiration Period</u>
Federal NOL	\$ 606,193	2018 - 2034
State NOL	\$ 226,861	2014 - 2034
Federal tax credit carryforwards	\$ 9,487	2018 - 2034
State tax credit carryforwards	\$ 8,882	Indefinite

The NOLs and federal and state tax credits can be carried forward to offset future taxable income, if any. Utilization of the NOLs and tax credits are subject to an annual limitation of approximately \$57.3 million due to the ownership change limitations provided by the Internal Revenue Code of 1986 and similar state provisions. The federal tax credit carryforward is a research and development credit, which may be carried forward. The state tax credits consist of a research and development credit can be carried forward indefinitely.

Tax benefits arising from the disposition of certain shares issued upon exercise of stock options within two years of the date of grant or within one year of the date of exercise by the option holder ("Disqualifying Dispositions") provide the Company with a tax deduction equal to the difference between the exercise price and the fair market value of the stock on the date of exercise. Approximately \$27.7 million of the Company's federal and state NOL carryforwards as of March 31, 2014 were generated by Disqualifying Dispositions of stock options and exercises of nonqualified stock options. In accordance with the reporting requirements under ASC 718, we did not include approximately \$9.6 million of excess windfall tax benefits resulting from stock option exercises as components of our gross deferred tax assets and corresponding valuation allowance disclosures, as tax attributes related to those windfall tax benefits should not be recognized until they result in a reduction of taxes payable. The tax effected amount of gross unrealized net operating loss carry forwards excluded under ASC 718 was approximately \$9.6 million at March 31, 2014. When realized, those excess windfall tax benefits are credited to additional paid-in capital.

Accounting Standards Codification ("ASC") 740, Income Taxes clarifies the accounting for income taxes by prescribing a minimum recognition threshold that a tax position is required to meet before being recognized in the financial statements. ASC 740 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. Based on management's evaluation, the total amount of unrecognized tax benefits related to research and development credits was \$2.4 million as of both March 31, 2014 and March 31, 2013. There were no interest or penalties related to unrecognized tax benefits as of March 31, 2014 or March 31, 2013. For both March 31, 2014 and March 31, 2013, \$2.4 million of unrecognized tax benefits, that if recognized, would affect the effective tax rate. However, for both March 31, 2014 and March 31, 2013, this impact would be offset by an equal increase in the deferred tax valuation allowance as the Company has recorded a full valuation allowance against its deferred tax assets because of uncertainty as to future realization. The fully reserved recognized federal and state deferred tax assets related to research and development credits balance as of March 31, 2014 and 2013 was \$9.5 million and \$9.6 million, and \$8.9 million and \$8.7 million, respectively.

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**8. Income Taxes (Continued)**

A reconciliation of the beginning and ending amount of total gross unrecognized tax benefits is as follows (in thousands):

Balance at March 31, 2011	\$ 1,973
Gross increase related to prior year tax positions	—
Gross increase related to current year tax positions	175
Lapse of statute of limitations	—
Balance at March 31, 2012	\$ 2,148
Gross decrease related to prior year tax positions	(100)
Gross increase related to prior year tax positions	222
Gross increase related to current year tax positions	148
Lapse of statute of limitations	—
Balance at March 31, 2013	\$ 2,418
Gross decrease related to prior year tax positions	(93)
Gross increase related to prior year tax positions	1
Gross increase related to current year tax positions	115
Lapse of statute of limitations	—
Balance at March 31, 2014	<u>\$ 2,441</u>

The Company files income tax returns in the U.S. federal jurisdiction and various state, local and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state, local or non-U.S. income tax examinations by tax authorities for the years before 2009. However, net operating loss carryforwards remain subject to examination to the extent they are carried forward and impact a year that is open to examination by tax authorities. The Company's evaluation was performed for the tax years which remain subject to examination by major tax jurisdictions as of March 31, 2014. The Company settled its Internal Revenue Service examination of its U.S. federal tax return for the fiscal year ended March 31, 2010 during the third quarter of the fiscal year ended March 31, 2012, with no findings that resulted in a change to the Company's financial statements. When applicable, the Company accounts for interest and penalties generated by tax contingencies as interest and other expense, net in the statements of operations.

**9. Stockholders' Equity**

The following table summarizes, by statement of operations line item, stock-based compensation expense for the years ended March 31, 2014, 2013 and 2012 (in thousands):

	Fiscal Year Ended March 31,		
	2014	2013	2012
Cost of goods sold	\$ 43	\$ 92	\$ 136
Research and development	562	319	324
Selling, general and administrative	1,542	1,190	1,192
Stock-based compensation expense	<u>\$ 2,147</u>	<u>\$ 1,601</u>	<u>\$ 1,652</u>

## CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 9. Stockholders' Equity (Continued)

## Stock Plans

## 2000 Equity Incentive Plan

In June 2000, the Company adopted the 2000 Equity Incentive Plan ("2000 Plan"). The 2000 Plan provides for a total maximum aggregate number of shares which may be issued of 27,980,000 shares. The 2000 Plan is administered by the Compensation Committee designated by the Board of Directors. The Compensation Committee's authority includes determining the number of incentive awards and vesting provisions. As of March 31, 2014, there were 4,282,979 shares available for future grant.

As of March 31, 2014, the Company had outstanding 3,550,000 non-qualified common stock options issued outside of the 2000 Plan. The Company granted 250,000 of these stock options during the second quarter of Fiscal 2013, 250,000 of these stock options during Fiscal 2012 and 3,050,000 of the options prior to Fiscal 2008 as inducement grants to new officers and employees of the Company, with exercise prices equal to the fair market value of the Company's common stock on the grant date. Included in the 3,550,000 options were 2,000,000 options granted to the Company's President and Chief Executive Officer, 850,000 options granted to the Company's Executive Vice President of Sales and Marketing, 250,000 options granted to the Company's Senior Vice President of Program Management, 250,000 options granted to the Company's Senior Vice President of Customer Service and 200,000 options granted to the Company's former Senior Vice President of Human Resources. Additionally, as of March 31, 2014, the Company had outstanding 46,875 restricted stock units issued outside of the 2000 Plan. These restricted stock units were issued during the second quarter of Fiscal 2013 as an inducement grant to the Company's Senior Vice President of Customer Service. Although the options and restricted stock units were not granted under the 2000 Plan, they are governed by terms and conditions identical to those under the 2000 Plan. All options are subject to the following vesting provisions: one-fourth vest one year after the issuance date and 1/48th vest on the first day of each full month thereafter, so that all options will be vested on the first day of the 48th month after the grant date. All outstanding options have a contractual term of ten years. The restricted stock units vest in equal installments over a period of four years. Information relating to all outstanding stock options, except for rights associated with the Purchase Plan, is as follows:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Options outstanding at March 31, 2013	11,791,765	\$ 1.33		
Granted	1,665,200	\$ 0.93		
Exercised	(345,317)	\$ 1.35		
Forfeited, cancelled or expired	(259,960)	\$ 1.85		
Options outstanding at March 31, 2014	12,851,688	\$ 1.27	5.2	\$ 11,838,302
Options fully vested at March 31, 2014 and those expected to vest beyond March 31, 2014	12,665,079	\$ 1.27	5.2	\$ 11,622,598
Options exercisable at March 31, 2014	9,767,753	\$ 1.34	4.1	\$ 8,478,184

The weighted average per share grant date fair value of options granted during the fiscal years ended March 31, 2014, 2013 and 2012 was \$0.60, \$0.67 and \$1.20, respectively. The weighted average

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****9. Stockholders' Equity (Continued)**

per share grant date fair value of options exercised during the fiscal years ended March 31, 2014 and 2012 was \$1.35 and \$0.99, respectively. The total intrinsic value of option exercises during the fiscal years ended March 31, 2014 and 2012, was approximately \$0.2 and \$0.6 million, respectively. During the fiscal years ended March 31, 2014 and 2012, the amount of cash received from the exercise of stock options was approximately \$0.5 million and \$0.8 million, respectively. There were no options exercised during the fiscal year ended March 31, 2013. The Company recorded expense of approximately \$1.1 million, \$0.9 million and \$0.9 million associated with its stock options for the fiscal years ended March 31, 2014, 2013 and 2012, respectively. As of March 31, 2014, there was approximately \$1.6 million of total compensation cost related to unvested stock option awards that is expected to be recognized as expense over a weighted average period of 2.5 years.

The Company calculated the estimated fair value of each stock option on the date of grant using the Black-Scholes valuation method and the following weighted-average assumptions:

	Fiscal Year		
	Ended March 31,		
	2014	2013	2012
Risk-free interest rates	0.9%	0.8%	1.9%
Expected lives (in years)	5.7	5.7	5.0
Dividend yield	—%	—%	—%
Expected volatility	77.3%	79.8%	89.0%
Weighted average grant date fair value of options granted during the period	\$ 0.60	\$ 0.67	\$ 1.19

The Company's computation of expected volatility for the fiscal years ended March 31, 2014, 2013 and 2012 was based on historical volatility. The expected life, or term, of options granted is derived from historical exercise behavior and represents the period of time that stock option awards are expected to be outstanding. Management has selected a risk-free rate based on the implied yield available on U.S. Treasury Securities with a maturity equivalent to the options' expected term. Stock-based compensation expense is based on awards that are ultimately expected to vest and accordingly, stock-based compensation recognized in the fiscal years ended March 31, 2014, 2013 and 2012 has been

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****9. Stockholders' Equity (Continued)**

reduced by estimated forfeitures. Management's estimate of forfeitures is based on historical forfeitures. The following table outlines the restricted stock unit activity:

<u>Restricted Stock Units</u>	<u>Shares</u>	<u>Weighted Average Grant Date Fair Value</u>
Nonvested restricted stock units outstanding at March 31, 2013	1,467,096	\$ 1.10
Granted	1,379,818	\$ 1.09
Vested and issued	(685,069)	\$ 1.06
Forfeited	(100,621)	\$ 1.11
Nonvested restricted stock units outstanding at March 31, 2014	<u>2,061,224</u>	<u>\$ 1.11</u>
Restricted stock units expected to vest beyond March 31, 2014	<u>1,892,868</u>	<u>\$ 1.11</u>

The restricted stock units were valued based on the closing price of the Company's common stock on the date of issuance, and compensation cost is recorded on a straight-line basis over the vesting period. The related compensation expense recognized has been reduced by estimated forfeitures. The Company's estimate of forfeitures is based on historical forfeitures. The restricted stock units vest in equal installments over a period of two or four years. For restricted stock units with two year vesting, one-half of such units vest one year after the issuance date and the other half vest two years after the issuance date. For restricted stock units with four year vesting, one-fourth vest annually beginning one year after the issuance date.

The weighted average per share grant date fair value of restricted stock granted during the fiscal years ended March 31, 2014, 2013 and 2012 was \$1.09, \$1.00 and \$1.47, respectively. The total fair value of restricted stock units vested and issued by the Company during the fiscal years ended March 31, 2014, 2013 and 2012 was approximately \$0.8 million, \$0.6 million and \$1.1 million, respectively. The Company recorded expense of approximately \$1.0 million, \$0.8 million and \$0.7 million associated with its restricted stock awards and units for the fiscal years ended March 31, 2014, 2013 and 2012, respectively. As of March 31, 2014, there was approximately \$1.5 million of total compensation cost related to unvested restricted stock units that is expected to be recognized as expense over a weighted average period of 2.4 years.

During the fiscal years ended March 31, 2014, 2013 and 2012 the Company issued a total of 91,603, 103,574 and 77,971 shares of stock, respectively, to non-employee directors who elected to take payment of all or any part of the directors' fees in stock in lieu of cash. For each term of the Board of Directors (beginning on the date of an annual meeting of stockholders and ending on the date immediately preceding the next annual meeting of stockholders), a non-employee director may elect to receive, in lieu of all or any portion of their annual retainer or committee fee cash payment, a stock award. The shares of stock were valued based on the closing price of the Company's common stock on the date of grant, and the weighted average grant date fair value for these shares during each of the fiscal years ended March 31, 2014, 2013 and 2012 was \$1.26, \$0.98 and \$1.20, respectively.



**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**9. Stockholders' Equity (Continued)**

*2000 Employee Stock Purchase Plan*

In June 2000, the Company adopted the 2000 Employee Stock Purchase Plan (the "Purchase Plan"), which provides for the granting of rights to purchase common stock to regular full and part-time employees or officers of the Company and its subsidiaries. Under the Purchase Plan, shares of common stock will be issued upon exercise of the purchase rights. Under the Purchase Plan, an aggregate of 900,000 shares may be issued pursuant to the exercise of purchase rights. In August 2010, the Board of Directors adopted and the stockholders approved an amendment and restatement of the Purchase Plan. The amendment and restatement includes an increase of 500,000 shares of common stock that will be available under the Purchase Plan and extends the term of the Purchase Plan for a period of ten years. As amended, the Purchase Plan will continue by its terms through June 30, 2020, unless terminated sooner, and will reserve for issuance a total of 1,400,000 shares of common stock. The maximum amount that an employee can contribute during a purchase right period is \$25,000 or 15% of the employee's regular compensation. Under the Purchase Plan, the exercise price of a purchase right is 95% of the fair market value of such shares on the last day of the purchase right period. The fair market value of the stock is its closing price as reported on the Nasdaq Global Market on the day in question. During the fiscal years ended March 31, 2014, 2013 and 2012, the Company issued a total of 12,302 shares, 22,478 shares and 21,338 shares of stock, respectively, to regular full and part-time employees or officers of the Company who elected to participate in the Purchase Plan. As of March 31, 2014, there were 430,188 shares available for future grant under the Purchase Plan.

**Stockholder Rights Plan**

The Company has entered into a rights agreement, as amended, with Mellon Investor Services LLC, as rights agent. In connection with the rights agreement, the Company's board of directors authorized and declared a dividend distribution of one preferred stock purchase right for each share of the Company's common stock authorized and outstanding. Each right entitles the registered holder to purchase from the Company a unit consisting of one one-hundredth of a share of Series A Junior Participating Preferred Stock, par value \$0.001 per share, at a purchase price of \$10.00 per unit, subject to adjustment. The description and terms of the rights are set forth in the rights agreement. Initially, the rights are attached to all common stock certificates representing shares then outstanding, and no separate rights certificates are distributed. Subject to certain exceptions specified in the rights agreement, the rights will separate from the common stock and will be exercisable upon the earlier of (i) 10 days following a public announcement that a person or group of affiliated or associated persons has acquired, or obtained the right to acquire, beneficial ownership of 20% or more of the outstanding shares of common stock, other than as a result of repurchases of stock by the Company or certain inadvertent actions by institutional or certain other stockholders, or (ii) 10 days (or such later date as the Company's Board of Directors shall determine) following the commencement of a tender offer or exchange offer (other than certain permitted offers described in the rights agreement) that would result in a person or group beneficially owning 20% or more of the outstanding shares of the Company's common stock. On June 9, 2011, the Company's Board of Directors unanimously approved a second amendment to the rights agreement, which was approved by the stockholders in August 2011. The second amendment adds an additional "sunset provision," which provides that the rights agreement will expire on the 30th day after the 2014 annual meeting of stockholders unless continuation of the rights agreement is approved by the stockholders at that meeting. The second amendment also provides for an update to the definition of "Beneficial Owner" to include derivative interests in the calculation of a

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**9. Stockholders' Equity (Continued)**

stockholder's ownership. In addition, the second amendment clarifies the manner in which the exchange provision of the rights agreement shall be effected. The rights are intended to protect the Company's stockholders in the event of an unfair or coercive offer to acquire the Company. The rights, however, should not affect any prospective offeror willing to make an offer at a fair price and otherwise in the best interests of the Company and its stockholders, as determined by the Board of Directors. The rights should also not interfere with any merger or other business combination approved by the Board of Directors.

**Underwritten and Registered Direct Placement of Common Stock**

Effective March 5, 2012, the Company completed a registered direct placement in which it sold 22.6 million shares of the Company's common stock, par value \$.001 per share, and warrants to purchase 22.6 million shares of common stock with an initial exercise price of \$1.55 per share, at a price of \$1.11 per unit (the "2012 Warrants"). Each unit consisted of one share of common stock and a warrant to purchase one share of common stock. The 2012 Warrants expired on October 31, 2013. In addition, the Company obtained the right to require investors in the offering to purchase up to an aggregate maximum of 19.0 million additional shares of common stock from the Company (the "Put Options") during two option exercise periods, the first such option exercise period beginning September 10, 2012 and the second such option exercise period beginning March 4, 2013. Each Put Option was subject to certain conditions which reduced the number of shares that could be sold or eliminate the Put Option. These conditions included a minimum volume-weighted average price (VWAP) and a minimum average trading volume of the Company's common shares during the 30 trading days prior to the exercise of the Put Option. The March 2012 sale resulted in net proceeds of approximately \$23.1 million net of direct incremental costs of approximately \$1.9 million.

On September 18, 2012, the Company entered into an Investor Agreement with one of the investors in the 2012 registered direct offering pursuant to which the investor agreed to (i) waive the condition precedent to the Company's exercise of the Put Option requiring the arithmetic average of the average daily trading volumes during the measurement period set forth in the subscription agreement between the Company and the investor and on the exercise date be not less than 1.75 million shares and (ii) amend the subscription agreement to provide that the purchase price of the additional shares during the first exercise period would be discounted pursuant to a formula that resulted in a purchase price for the first exercise period of \$0.94 per share. Additionally, pursuant to the Investor Agreement, the Company agreed to amend the exercise price of the 2012 Warrants originally issued to the Investor to \$1.26. The exercise of the first Put Option resulted in net proceeds of \$4.2 million. The 2012 Warrants still outstanding as of March 31, 2013 provided for the purchase of 22.6 million shares at a weighted average exercise price of \$1.41 per share. On February 21, 2013, the Company entered into a letter agreement (each a "Letter Agreement" and, collectively, the "Letter Agreements") with each of the investors in the March 5, 2012 registered direct offering. Pursuant to the Letter Agreements, the parties evidenced their mutual agreement that the Company would not exercise any portion of the second Put Option. The Company chose not to exercise the second of the two Put Options because of its improved cash position and its desire to avoid stockholder dilution. On October 31, 2013, an unsolicited exercise of 2012 Warrants to purchase 4.7 million shares resulted in proceeds of approximately \$6.0 million. Effective October 31, 2013, all remaining outstanding 2012 Warrants expired.

## CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 9. Stockholders' Equity (Continued)

Effective January 9, 2012, the Company entered into warrant exercise agreements with two holders of warrants issued by the Company on January 24, 2007 (the "2007 Warrants") to purchase an aggregate of 1.6 million shares of the Company's common stock. Pursuant to the warrant exercise agreements, the holders agreed to exercise the 2007 Warrants at the existing exercise price of \$1.17 in exchange for fees in the aggregate amount of approximately \$0.3 million. The net proceeds to the Company in connection with the exercise of these 2007 Warrants was approximately \$1.6 million.

Effective November 21, 2011, the Company entered into warrant exercise agreements with (i) two holders of warrants issued by the Company on September 17, 2009 (the "September 2009 Warrants") to purchase an aggregate of 5.8 million shares of the Company's common stock, (ii) four holders of warrants issued by the Company on September 17, 2008 (the "2008 Warrants") to purchase an aggregate of 2.4 million shares of the Company's common stock and (iii) six holders of 2007 Warrants to purchase an aggregate of 5.2 million shares of the Company's common stock. Pursuant to the warrant exercise agreements, the September 2009 Warrant holders agreed to exercise the September 2009 Warrants described above at the existing exercise price of \$1.34 in exchange for a fee of an aggregate amount of approximately \$5.4 million, the 2008 Warrant holders agreed to exercise the 2008 Warrants described above at the existing exercise price of \$1.60 in exchange for a fee of an aggregate amount of approximately \$2.2 million and the 2007 Warrant holders agreed to exercise the 2007 Warrants described above at the existing exercise price of \$1.17 in exchange for a fee of an aggregate amount of approximately \$1.8 million. The net proceeds to the Company, in connection with the exercise of the September 2009 Warrants, the 2008 Warrants and the 2007 Warrants, were approximately \$8.4 million. The 2008 Warrants to purchase an additional 0.5 million shares were subsequently exercised on November 22, 2011 at the existing exercise price of \$1.60 in exchange for a fee of approximately \$0.5 million, resulting in net proceeds of approximately \$0.4 million.

The following table outlines the warrant activity:

	<u>March 2012</u>	<u>September 2009</u>	<u>September 2008</u>	<u>January 2007</u>
	Shares	Shares	Shares	Shares
Balance, March 31, 2011	—	5,780,347	7,342,647	8,535,574
Issuance of warrants	22,550,000	—	—	—
Anti-dilution provision	—	—	146,626	—
Warrants exercised	—	(5,780,347)	(3,579,239)	(7,298,234)
Warrants expired	—	—	—	(1,237,340)
Balance, March 31, 2012	22,550,000	—	3,910,034	—
Anti-dilution provision	—	—	51,437	—
Balance, March 31, 2013	22,550,000	—	3,961,471	—
Warrants exercised	(4,725,000)	—	—	—
Warrants expired	(17,825,000)	—	(3,961,471)	—
Balance, March 31, 2014	—	—	—	—

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**10. Fair Value Measurements**

The FASB has established a framework for measuring fair value in generally accepted accounting principles. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

*Level 1.* Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

*Level 2.* Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

*Level 3.* Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The table below presents our assets and liabilities that are measured at fair value on a recurring basis during Fiscal 2014 and are categorized using the fair value hierarchy (in thousands):

	<b>Fair Value Measurements at March 31, 2014</b>			
	<b>Total</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
Cash equivalents	\$ 13,737	\$ 13,737	\$ —	\$ —

Cash equivalents includes cash held in money market and U.S. Treasury Funds at March 31, 2014.

The table below presents our assets and liabilities that are measured at fair value on a recurring basis during Fiscal 2013 and are categorized using the fair value hierarchy (in thousands):

	<b>Fair Value Measurements at March 31, 2013</b>			
	<b>Total</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
Cash equivalents	\$ 27,742	\$ 27,742	\$ —	\$ —
Warrant liability	\$ (10)	\$ —	\$ —	\$ (10)

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**10. Fair Value Measurements (Continued)**

*Basis for Valuation*

The carrying values reported in the consolidated balance sheets for cash and cash equivalents, restricted cash, accounts receivable and accounts payable approximate fair values because of the immediate or short-term maturities of these financial instruments. As the Company's obligations under the Credit Facility are based on adjustable market interest rates, the Company has determined that the carrying value approximates the fair value. The carrying values and estimated fair values of these obligations are as follows (in thousands):

	As of March 31, 2014		As of March 31, 2013	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Obligations under the credit facility	\$ 13,228	\$ 13,228	\$ 13,476	\$ 13,476

The Company adopted the amended provisions of ASC 815 on determining what types of instruments or embedded features in an instrument held by a reporting entity can be considered indexed to its own stock for the purpose of evaluating the first criteria of the scope exception in ASC 815. Warrants issued by the Company in prior periods with certain antidilution provisions for the holder are no longer considered indexed to the Company's own stock, and therefore no longer qualify for the scope exception and must be accounted for as derivatives. These warrants were reclassified as liabilities under the caption "Warrant liability" and recorded at estimated fair value at each reporting date, computed using the Monte Carlo simulation valuation method. The Company will continue to adjust the warrant liability for changes in fair value until the earlier of the exercise of the warrants, at which time the liability will be reclassified to stockholders' equity, or expiration of the warrants. Changes in the liability from period to period are recorded in the Statements of Operations under the caption "Change in fair value of warrant liability."

The fair value of the Company's warrant liability (see Note 9—Stockholders' Equity—Underwritten and Registered Direct Placement of Common Stock) recorded in the Company's financial statements is determined using the Monte Carlo simulation valuation method and the quoted price of the Company's common stock in an active market, volatility and expected life, a Level 3 measurement. Volatility is based on the actual market activity of the Company's stock. The expected life is based on the remaining contractual term of the warrants and the risk free interest rate is based on the implied yield available on U.S. Treasury Securities with a maturity equivalent to the warrants' expected life.

The Company calculated the estimated fair value of warrants on the date of issuance and at each subsequent reporting date using the following assumptions:

	Fiscal Year Ended March 31, 2013
Risk-free interest rates range	0.1% to 0.2%
Contractual term (in years)	0.5 years to 1.2 years
Expected volatility range	37.2% to 65.8%

From time to time, the Company sells common stock warrants that are derivative instruments. The Company does not enter into speculative derivative agreements and does not enter into derivative agreements for the purpose of hedging risks.

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****10. Fair Value Measurements (Continued)**

As discussed above, the Company adopted authoritative guidance issued by the FASB on contracts in an entity's own equity that requires the common stock warrants to be classified as liabilities at their estimated fair value with changes in fair value at each reporting date recognized in the statement of operations. The table below provides a reconciliation of the beginning and ending balances for the warrant liability which is measured at fair value using significant unobservable inputs (Level 3) (in thousands):

<b>Warrant liability:</b>	
Balance as of March 31, 2011	\$ 20,772
<b>Total realized and unrealized (gains) losses:</b>	
Income included in change in fair value of warrant liability	(13,872)
Purchases, issuances and settlements	<u>(6,109)</u>
Balance as of March 31, 2012	\$ 791
<b>Total realized and unrealized (gains) losses:</b>	
Income included in change in fair value of warrant liability	<u>(781)</u>
Balance at March 31, 2013	\$ 10
<b>Total realized and unrealized (gains) losses:</b>	
Income included in change in fair value of warrant liability	<u>(10)</u>
Balance at March 31, 2014	<u>\$ —</u>

**11. Revolving Credit Facility**

The Company maintains two Credit and Security Agreements, as amended (the "Agreements"), with Wells Fargo Bank, National Association ("Wells Fargo"), which provide the Company with a line of credit of up to \$15.0 million in the aggregate which amount was increased to an amount up to \$20.0 million pursuant to the twelfth amendment described below (the "Credit Facility"). In addition, Wells Fargo has provided the Company with a non-revolving capital expenditure line of credit up to \$0.5 million to acquire additional eligible equipment for use in the Company's business pursuant to the amendment described below. The amount actually available to the Company may be less and may vary from time to time depending on, among other factors, the amount of its eligible inventory and accounts receivable. As security for the payment and performance of the Credit Facility, the Company granted a security interest in favor of Wells Fargo in substantially all of the assets of the Company. One of the Agreements will terminate in accordance with its terms on September 30, 2014 and the other one will terminate on September 30, 2017.

The Agreements include affirmative covenants as well as negative covenants that prohibit a variety of actions without Wells Fargo's consent, including covenants that limit the Company's ability to (a) incur or guarantee debt, (b) create liens, (c) enter into any merger, recapitalization or similar transaction or purchase all or substantially all of the assets or stock of another entity, (d) pay dividends on, or purchase, acquire, redeem or retire shares of, the Company's capital stock, (e) sell, assign, transfer or otherwise dispose of all or substantially all of the Company's assets, (f) change the Company's accounting method or (g) enter into a different line of business. Furthermore, the Agreements contain financial covenants, including (a) a requirement not to exceed specified levels of losses, (b) a requirement to maintain a substantial minimum cash balance relative to the outstanding line of credit advances, which was \$18.4 million as of March 31, 2014, and (c) limitations on the

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**11. Revolving Credit Facility (Continued)**

Company's annual capital expenditures. The Agreements also define an event of default to include a material adverse effect on the Company's business, as determined by Wells Fargo. An event of default for this or any other reason, if not waived, would have a material adverse effect on the Company.

Several times since entering into the Agreements the Company was not in compliance with certain covenants under the Credit Facility. In connection with each event of noncompliance, Wells Fargo waived the event of default and, on several occasions, the Company amended the Agreements in response to the default and waiver. The following summarizes the recent events, amendments and waivers:

- As of December 31, 2013, the Company determined that it was not in compliance with the financial covenant contained in the amended Agreements regarding the Company's net income for the nine months ended December 31, 2013. On January 31, 2014, the Company received from Wells Fargo a waiver of such noncompliance.
- As of March 31, 2014, the Company determined that it was not in compliance with the financial covenant contained in the amended Agreements regarding the Company's annual net income for Fiscal 2014. On April 25, 2014, the Company received from Wells Fargo a waiver of such noncompliance.
- On June 9, 2014, the Company entered into an amendment to the Agreements with Wells Fargo to increase the line of credit to an amount up to \$20.0 million from \$15.0 million and extend the maturity date of one of the lines of credit through September 30, 2017. Additionally, this amendment made certain changes to decrease the required minimum cash balance relative to the outstanding line of credit advances and set the financial covenants for Fiscal 2015. The amendment also added a \$0.5 million non-revolving capital expense line of credit.

If the Company had not obtained the waivers and amended the Agreements as described above, the Company would not have been able to draw additional funds under the Credit Facility. In addition, the Company has pledged its accounts receivables, inventories, equipment, patents and other assets as collateral for its Agreements, which would be subject to seizure by Wells Fargo if the Company were in default under the Agreements and unable to repay the indebtedness. Wells Fargo also has the option to terminate the Agreements or accelerate the indebtedness during a period of noncompliance. Based on the Company's current forecasts, the Company believes it will maintain compliance with the covenants contained in the amended Agreements for at least the next twelve months. If a covenant violation were to occur, the Company would attempt to negotiate a waiver of compliance from Wells Fargo.

The Company is required to maintain a Wells Fargo collection account for cash receipts on all of its accounts receivable. These amounts are immediately applied to reduce the outstanding amount on the Credit Facility. The floating rate for line of credit advances is the sum of daily three month London Inter-Bank Offer Rate ("LIBOR"), which interest rate shall change whenever daily three month LIBOR changes, plus applicable margin. Based on the revolving nature of the Company's borrowings and payments, the Company classifies all outstanding amounts as current liabilities. The applicable margin varies based on net income and the minimum interest floor is set at \$66,000 each calendar quarter. The Company's borrowing rate at March 31, 2014 and March 31, 2013 was 4.0% and 5.4%, respectively.

The Company incurred \$0.1 million in origination fees in connection with a September 2011 amendment to the Agreements that increased borrowing capacity and extended the maturity date of the

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**11. Revolving Credit Facility (Continued)**

line of credit. These fees were capitalized and are being amortized to interest expense through September 2014. The Company is also required to pay an annual unused line fee of one-quarter of one percent of the daily average of the maximum line amount and 1.5% interest with respect to each letter of credit issued by Wells Fargo. These amounts, if any, are also recorded as interest expense by the Company. As of March 31, 2014 and March 31, 2013, \$13.2 million and \$13.5 million in borrowings were outstanding, respectively, under the Credit Facility. As of March 31, 2014, approximately \$0.3 million was available for additional borrowing. Interest expense related to the Credit Facility during the year ended March 31, 2014 was \$0.7 million, which includes \$0.2 million in amortization of deferred financing costs. Interest expense related to the Credit Facility during the year ended March 31, 2013 was \$0.7 million, which includes \$0.1 million in amortization of deferred financing costs. Interest expense related to the Credit Facility during the year ended March 31, 2012 was \$0.8 million, which includes \$0.2 million in amortization of deferred financing costs.

**12. Commitments and Contingencies**

**Purchase Commitments**

As of March 31, 2014, the Company had firm commitments to purchase inventories of approximately \$32.2 million through Fiscal 2017. Certain inventory delivery dates and related payments are not scheduled; therefore amounts under these firm purchase commitments will be payable upon the receipt of the related inventories.

**Lease Commitments**

The Company leases offices and manufacturing facilities under various non-cancelable operating leases expiring at various times through the fiscal year ending March 31, 2018. All of the leases require the Company to pay maintenance, insurance and property taxes. The lease agreements for primary office and manufacturing facilities provide for rent escalation over the lease term and renewal options for five-year periods. Rent expense is recognized on a straight-line basis over the term of the lease. The difference between rent expense recorded and the amount paid is credited or charged to deferred rent, which is included in other long-term liabilities in the accompanying consolidated balance sheets. The balance of deferred rent was approximately \$0.1 million as of March 31, 2014 and 2013, respectively. Rent expense was approximately \$2.3 million, \$2.1 million and \$2.1 million for the years ended March 31, 2014, 2013 and 2012, respectively.

On August 27, 2009, the Company entered into a second amendment (the "Chatsworth Amendment") to the Lease Agreement, dated December 1, 1999, for leased premises used by the Company for primary office space, engineering testing and manufacturing located in Chatsworth, California. The Chatsworth Amendment extends the term of the Lease Agreement from May 31, 2010 to July 31, 2014. The Company has two five-year options to extend the term of the Lease Agreement beyond July 31, 2014. The Chatsworth Amendment also sets the monthly base rent payable by the Company under the Lease Agreement at \$67,000 per month, with an annual increase in the base rent on August 1, 2010, August 1, 2011, August 1, 2012 and August 1, 2013. On such dates, the base rent shall increase by 5% of the base rent in effect at the time of the increase or a percentage equivalent to the increase in the Consumer Price Index, whichever is greater.

On March 28, 2013, the Company and Prologis, L.P., formerly known as AMB Property, L.P., entered into a third amendment (the "Van Nuys Amendment") to the Lease Agreement dated



**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****12. Commitments and Contingencies (Continued)**

September 25, 2000, for leased premises used by the Company for engineering testing and manufacturing located in Van Nuys, California. The Van Nuys Amendment extends the term of the Lease Agreement from December 31, 2012 to December 31, 2017. The Amendment also adjusts the monthly base rent payable by the Company under the Lease Agreement to the following: \$60,000 per month from January 1, 2013 through June 30, 2015 and \$65,000 per month from July 1, 2015 through December 31, 2017.

At March 31, 2014, the Company's minimum commitments under non-cancelable operating leases were as follows (in thousands):

<u>Year Ending March 31,</u>	<u>Operating Leases</u>
2015	\$ 1,285
2016	917
2017	800
2018	584
2019	—
Total minimum lease payments	<u>\$ 3,586</u>

**Other Commitments**

During the three months ended December 31, 2012, the Company incurred \$0.5 million in connection with the renewal of insurance contracts, which was financed by a note payable. The note bears interest at rate of 2.2% per annum with principal and interest paid monthly through August 2013. The outstanding balance of the note payable as of March 31, 2013 was approximately \$0.2 million. As of March 31, 2014 this note payable was paid in full.

In September 2010, the Company was awarded a grant from the DOE for the research, development and testing of a more efficient microturbine Combined Heat and Power (CHP) system. Part of the improved efficiency will come from an improved microturbine design, with a projected electrical efficiency of 42% and power output of 370 kW. The project is estimated to cost approximately \$17.4 million. The DOE will contribute \$5.0 million toward the project, and the Company will incur approximately \$12.4 million in research and development expense. The contract is over a five-year period and will be completed by September 2015. The Company billed the DOE under the contract for this project a cumulative amount of \$3.5 million through March 31, 2014.

In November 2009, the Company was awarded a grant from the DOE for the research, development and testing of a more fuel flexible microturbine capable of operating on a wider variety of biofuels. This program concluded in August 2013 and the Company billed the DOE a cumulative amount of \$1.4 million under this contract.

Agreements the Company has with some of its distributors require that if the Company renders parts obsolete in inventories they own and hold in support of their obligations to serve fielded microturbines, then the Company is required to replace the affected stock at no cost to the distributors. While the Company has never incurred costs or obligations for these types of replacements, it is possible that future changes in the Company's product technology could result and yield costs to the

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**12. Commitments and Contingencies (Continued)**

Company if significant amounts of inventory are held at distributors. As of March 31, 2014, no significant inventories were held at distributors.

**Legal Matters**

From time to time, the Company may become subject to certain legal proceedings, claims and litigation arising in the ordinary course of business. In the opinion of management, the Company is not currently a party to any material legal proceedings, nor is the Company aware of any pending or threatened litigation that would have a material effect on the Company's operating results, cash flows, financial position or results of operations should such litigation be resolved unfavorably.

**13. Employee Benefit Plans**

The Company maintains a defined contribution 401(k) profit-sharing plan in which all employees are eligible to participate. Employees may contribute up to Internal Revenue Service annual limits or, if less, 90% of their eligible compensation. Employees are fully vested in their contributions to the plan. The plan also provides for both Company matching and discretionary contributions, which are determined by the Board of Directors. The Company began matching 50 cents on the dollar up to 4% of the employee's contributions in October 2006. Prior to that date, no Company contributions had been made since the inception of the plan. The Company's match vests 25% a year over four years starting from the employee's hire date. The expense recorded by the Company for the years ended March 31, 2014, 2013 and 2012 was approximately \$0.3 million, \$0.2 million and \$0.3 million, respectively.

**14. Other Current Liabilities**

In September 2007, the Company entered into a Development and License Agreement (the "Development Agreement") with UTC Power Corporation ("UTCP"), a division of United Technologies Corporation. The Development Agreement engaged UTCP to fund and support the Company's continued development and commercialization of the Company's 200 kilowatt ("C200") microturbine. Pursuant to the terms of the Development Agreement, UTCP contributed \$12.0 million in cash and approximately \$800,000 of in-kind services toward the Company's efforts to develop the C200. In return, the Company agreed to pay to UTCP an ongoing royalty of 10% of the sales price of the C200 sold to customers other than UTCP until the aggregate of UTCP's cash and in-kind services investment had been recovered and, thereafter, the royalty would be reduced to 5% of the sales price. In August 2009, the Development Agreement was assigned by UTCP to Carrier Corporation ("Carrier").

On January 14, 2011, the Company entered into an amendment to the Development Agreement with Carrier that amended the royalty payment from a certain percentage of the sales prices to a predetermined fixed rate for each microturbine system covered by the amendment. The fixed rate royalty was reduced by 50% during the three months ended September 30, 2013 as a result of the contractual reduction. Carrier earned \$2.8 million, \$4.3 million and \$3.2 million in royalties for C200 and C1000 Series system sales during the year ended March 31, 2014, 2013 and 2012, respectively. Earned royalties of \$0.6 million and \$1.4 million were unpaid as of March 31, 2014 and March 31, 2013, respectively, and are included in accrued expenses in the accompanying balance sheets.

**CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**15. Subsequent Events**

On May 1, 2014, the Company entered into an underwriting agreement with Cowen and Company, LLC and FBR & Co. acting as the book-running managers and Craig-Hallum Capital Group LLC as co-manager, related to a public offering of 18.8 million shares of the Company's common stock at a price of \$1.70 per share less underwriting discounts and commissions. The shares were allocated to a single institutional investor. The net proceeds to the Company from the sale of the Common Stock, after deducting fees and other offering expenses, was approximately \$29.8 million. The offering closed on May 6, 2014.

**CAPSTONE TURBINE CORPORATION**  
**VALUATION AND QUALIFYING ACCOUNTS**  
**FOR THE YEARS ENDED MARCH 31, 2014, 2013 and 2012**

(In thousands)

<u>Accounts Receivable Allowances:</u>	
<b>Balance, March 31, 2011</b>	\$ 212
Additions charged to costs and expenses	2,256
Deductions	<u>(240)</u>
<b>Balance, March 31, 2012</b>	\$ 2,228
Additions charged to costs and expenses	276
Deductions	<u>(362)</u>
<b>Balance, March 31, 2013</b>	\$ 2,142
Additions charged to costs and expenses	242
Deductions	<u>(138)</u>
<b>Balance, March 31, 2014</b>	<u>\$ 2,246</u>



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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> <i>/s/ NOAM LOTAN</i> <hr/>		
Noam Lotan	Director	June 12, 2014
<hr/> <i>/s/ GARY J. MAYO</i> <hr/>		
Gary J. Mayo	Director	June 12, 2014
<hr/> <i>/s/ ELIOT G. PROTSCH</i> <hr/>		
Eliot G. Protsch	Director	June 12, 2014
<hr/> <i>/s/ HOLLY A. VAN DEURSEN</i> <hr/>		
Holly A. Van Deursen	Director	June 12, 2014
<hr/> <i>/s/ DARRELL J. WILK</i> <hr/>		
Darrell J. Wilk	Director	June 12, 2014

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## Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
2.1	Asset Purchase Agreement between Capstone Turbine Corporation and Calnetix Power Solutions, Inc., dated February 1, 2010(a)
2.2	Amendment to Asset Purchase Agreement between Capstone Turbine Corporation and Calnetix Power Solutions, Inc., dated March 31, 2011(b)
2.3	Second Amendment to Asset Purchase Agreement between Capstone Turbine Corporation and Calnetix Power Solutions, Inc., dated April 28, 2011(b)
3.1	Second Amended and Restated Certificate of Incorporation of Capstone Turbine Corporation(c)
3.2	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Capstone Turbine Corporation(d)
3.3	Amended and Restated Bylaws of Capstone Turbine Corporation(e)
4.1	Specimen stock certificate(f)
4.2	Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock(g)
4.3	Certificate of Amendment of Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock of Capstone Turbine Corporation dated September 16, 2008(h)
4.4	Certificate of Amendment to Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock dated August 30, 2012(i)
4.5	Rights Agreement, dated July 7, 2005, between Capstone Turbine Corporation and Mellon Investor Services LLC(g)
4.6	Amendment No. 1 to Rights Agreement, dated July 3, 2008, between Capstone Turbine Corporation and Mellon Investor Services LLC(j)
4.7	Amendment No. 2 to Rights Agreement, dated June 9, 2011, between Capstone Turbine Corporation and Mellon Investor Services LLC(b)
10.1	Amended and Restated License Agreement, dated August 2, 2000, by and between Solar Turbines Incorporated and Capstone Turbine Corporation(k)
10.2	Transition Agreement, dated August 2, 2000, by and between Capstone Turbine Corporation and Solar Turbines Incorporated(k)
10.3	Lease between Capstone Turbine Corporation and Northpark Industrial—Leahy Division LLC, dated December 1, 1999, as amended, for leased premises at 21211 Nordhoff Street, Chatsworth, California(l)
10.4	Lease between Capstone Turbine Corporation and Prologis, L.P., formerly known as AMB Property, L.P., dated September 25, 2000, as amended, for leased premises at 16640 Stagg Street, Van Nuys, California(m)
10.5*	Capstone Turbine Corporation Amended and Restated 2000 Equity Incentive Plan as amended and restated effective August 30, 2012(n)
10.6*	Form of Stock Option Agreement for Amended and Restated 2000 Equity Incentive Plan(o)
10.7*	Form of Stock Bonus Agreement for Capstone Turbine Corporation 2000 Equity Incentive Plan(p)

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<u>Exhibit Number</u>	<u>Description</u>
10.8*	Amended and Restated Capstone Turbine Corporation Change of Control Severance Plan(q)
10.9	Development and License Agreement between Capstone Turbine Corporation and Carrier Corporation, successor in interest to UTC Power Corporation, dated September 4, 2007(r)
10.10	First Amendment to the Development and License Agreement between Capstone Turbine Corporation and Carrier Corporation, successor in interest to UTC Power Corporation, dated January 14, 2011(b)
10.11	Form of Investor Agreement, dated September 18, 2012, between Capstone Turbine Corporation and an investor in the 2012 registered direct offering(s)
10.12	Form of Investor Letter Agreement, dated February 21, 2013, between Capstone Turbine Corporation and investors in the 2012 registered direct offering(t)
10.13	Credit and Security Agreement between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated February 9, 2009 (Domestic Facility)(u)
10.14	Credit and Security Agreement between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated February 9, 2009 (Ex-Im Subfacility)(u)
10.15	First Amendment to Credit and Security Agreement between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated June 9, 2009(u)
10.16	Second Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated November 5, 2009(v)
10.17	Third Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated June 11, 2010(p)
10.18	Fourth Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated June 29, 2010(w)
10.19	Fifth Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated November 9, 2010(x)
10.20	Sixth Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated March 23, 2011(y)
10.21	Seventh Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated June 9, 2011(b)
10.22	Eighth Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated September 27, 2011(z)
10.23	Ninth Amendment to the Credit and Security Agreements and Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated February 8, 2012(aa)
10.24	Tenth Amendment to the Credit and Security Agreements between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated June 12, 2012(bb)
10.25	Eleventh Amendment to the Credit and Security Agreements between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated June 7, 2013(m)
10.26	Waiver of Defaults between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated April 25, 2014

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<u>Exhibit Number</u>	<u>Description</u>
10.27	Twelfth Amendment to the Credit and Security Agreements between Capstone Turbine Corporation and Wells Fargo Bank, NA, dated June 9, 2014(cc)
10.28*	Capstone Turbine Corporation Amended and Restated Executive Performance Incentive Plan as amended and restated effective August 29, 2013(dd)
10.29*	Inducement Stock Option Agreement with Darren R. Jamison, dated December 18, 2006(ee)
10.30*	Restricted Stock Agreement with Darren R. Jamison, dated December 18, 2006(ee)
10.31*	Letter Agreement between Capstone Turbine Corporation and Darren R. Jamison, dated December 1, 2006(ee)
10.32*	Amendment to Letter Agreement between Capstone Turbine Corporation and Darren R. Jamison, effective April 8, 2009(u)
10.33*	Letter Agreement between Capstone Turbine Corporation and James D. Crouse, dated January 31, 2007(ff)
10.34*	Inducement Stock Option Agreement with James D. Crouse, dated February 5, 2007(ff)
10.35*	Restricted Stock Agreement with James D. Crouse, dated February 5, 2007(ff)
10.36*	Form of Inducement Stock Option Agreement(gg)
10.37*	Form of Inducement Restricted Stock Unit Agreement(gg)
10.38*	Amended and Restated Change in Control Severance Agreement with Darren R. Jamison, dated June 14, 2012(bb)
10.39*	Consulting Agreement with Mark Gilbreth, dated April 1, 2013(m)
10.40	Underwriting Agreement dated May 1, 2014 by and between the Company and Cowen and Company, LLC, as representative of the several underwriters(hh)
14.1	Code of Business Conduct
14.2	Code of Ethics for Senior Financial Officers and Chief Executive Officer
21	Subsidiary List(b)
23.1	Consent of KPMG LLP
23.2	Consent of Deloitte & Touche LLP
24	Power of Attorney (included on the signature page of this Form 10-K)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS**	XBRL Instance Document
101.SCH**	XBRL Schema Document
101.CAL**	XBRL Calculation Linkbase Document
101.LAB**	XBRL Label Linkbase Document
101.PRE**	XBRL Presentation Linkbase Document

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Exhibit Number	Description
101.DEF**	XBRL Definition Linkbase Document
*	Management contract or compensatory plan or arrangement
(a)	Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on February 5, 2010 (File No. 001-15957).
(b)	Incorporated by reference to Capstone Turbine Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2011 (File No. 001-15957).
(c)	Incorporated by reference to Capstone Turbine Corporation's Registration Statement on Form S-1/A, dated May 8, 2000 (File No. 333-33024).
(d)	Incorporated by reference to Appendix B to Capstone Turbine Corporation's Definitive Proxy Statement, filed on July 17, 2012 (File No. 001-15957).
(e)	Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2005 (File No. 001-15957).
(f)	Incorporated by reference to Capstone Turbine Corporation's Registration Statement on Form S-1/A, dated June 21, 2000 (File No. 333-33024).
(g)	Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on July 8, 2005 (File No. 001-15957).
(h)	Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009 (File No. 001-15957).
(i)	Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on September 6, 2012 (File No. 001-15957).
(j)	Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on July 10, 2008 (File No. 001-15957).
(k)	Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on October 16, 2000 (File No. 001-15957).
(l)	Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on September 2, 2009 (File No. 001-15957).
(m)	Incorporated by reference to Capstone Turbine Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2013 (File No. 001-15957).
(n)	Incorporated by reference to Appendix A to Capstone Turbine Corporation's Definitive Proxy Statement, filed on July 17, 2012 (File No. 001-15957).
(o)	Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (File No. 001-15957).
(p)	Incorporated by reference to Capstone Turbine Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2010 (File No. 001-15957).
(q)	Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2004 (File No. 001-15957).
(r)	Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 (File No. 001-15957).
(s)	Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on September 19, 2012 (File No. 001-15957).
(t)	Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on February 26, 2013 (File No. 001-15957).

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- (u) Incorporated by reference to Capstone Turbine Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2009 (File No. 001-15957).
  - (v) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for quarterly period ended September 30, 2009 (File No. 001-15957).
  - (w) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on July 1, 2010 (File No. 001-15957).
  - (x) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on November 12, 2010 (File No. 001-15957).
  - (y) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on March 25, 2011 (File No. 001-15957).
  - (z) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on October 3, 2011 (File No. 001-15957).
  - (aa) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011 (File No. 001-15957).
  - (bb) Incorporated by reference to Capstone Turbine Corporation's Annual Report on Form 10-K for the fiscal year ended on March 31, 2012 (File No. 001-15957).
  - (cc) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on June 10, 2014 (File No. 001-15957).
  - (dd) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013 (File No. 001-15957).
  - (ee) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2006 (File No. 001-15957).
  - (ff) Incorporated by reference to Capstone Turbine Corporation's Annual Report on Form 10-K for the fiscal year ended on March 31, 2007 (File No. 001-15957).
  - (gg) Incorporated by reference to Capstone Turbine Corporation's Registration Statement on Form S-8, dated June 17, 2009 (File No. 333-160049).
  - (hh) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on May 1, 2014 (File No. 001-15957).
-



**Wells Fargo Capital Finance**  
2450 Colorado Avenue  
Suite 3000 West  
Santa Monica, CA 90404

April 25, 2014

Wells Fargo Bank, National Association  
2450 Colorado Avenue, Suite 3000W  
San Monica, California 90404  
Attention: Josephine Camalian

Re: Credit and Security Agreement, dated February 9, 2009 (as heretofore amended, the "Domestic Credit Agreement"), and Credit and Security Agreement (Ex-Im Subfacility), dated February 9, 2009 (as heretofore amended, "Ex-Im Credit Agreement"; and together with the Domestic Credit Agreement, the "Credit Agreements"), both by and between Capstone Turbine Corporation (the "Company"), and Wells Fargo Bank, National Association ("Wells Fargo")

Ladies and Gentlemen:

Reference is made to the above-described Credit Agreements. Capitalized terms used but not defined in this letter agreement shall have the meanings set forth in the Credit Agreements. Section 5.2(b) of the Credit Agreements requires, among other things, that Company's Adjusted Net Income be not less than <\$11,853,000> for the fiscal year to date period ending March 31, 2014.

Company's Adjusted Net Income for the fiscal year to date period ending March 31, 2014, was <\$13,930,000>, notwithstanding that the minimum Adjusted Net Income requirement for such period was <\$11,853,000> (the "Existing Default"). Company hereby requests that Wells Fargo waive the Existing Default.

Subject to the terms hereof, Wells Fargo hereby waives the Existing Default, provided that: (i) Wells Fargo shall have received the countersignature of Company and Capstone Turbine International, Inc. ("Guarantor") on this letter agreement agreeing to the terms and conditions of this letter agreement; and (ii) all representations and warranties of Company and Guarantor in the Credit Agreements, Loan Documents, any other documents, agreements, or instruments executed by Company or Guarantor in connection with the Loan Documents, and this letter agreement (collectively, the "Credit Documents") shall be true and correct in all material respects as of the date hereof (except for such representations and warranties that by their terms expressly speak as of an earlier date, in which case such representations and warranties shall continue to be true and correct in all material respects as of such earlier date).

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In order to induce Wells Fargo to execute and deliver this letter agreement, Company and Guarantor each (i) represents and warrants that no Default or Event of Default exists on the date hereof (other than the Existing Default), (ii) ratifies and confirms all of the obligations (including, but not limited to, the Indebtedness) of Company and Guarantor pursuant to the Credit Documents, and (iii) acknowledges that no investigation by Wells Fargo shall affect any representations or warranties made by Company and Guarantor in this letter agreement or the right of Wells Fargo to rely upon them.

Except as expressly set forth herein, (i) the Credit Documents remain in full force and effect, (ii) this letter agreement shall not be deemed to be a waiver, amendment or modification of, or consent to or departure from, any provisions of the Credit Agreements or any other Credit Document or to be a waiver of any Default or Event of Default under the Credit Documents whether arising before or after the date hereof or as a result of the transactions contemplated hereby (except for the specific waiver of the Existing Default referenced above in this letter agreement), and (iii) this letter agreement shall not preclude the future exercise of any right, remedy, power or privilege available to Wells Fargo whether under the Credit Agreements, the other Credit Documents or otherwise and shall not be construed or deemed to be a satisfaction, novation, cure, modification, amendment or release of the Indebtedness, Credit Agreements or other Credit Documents.

This letter agreement (i) constitutes the entire understanding of the parties with respect to the subject matter hereof, and any other prior or contemporaneous agreements, whether written or oral, with respect hereto are expressly superseded hereby, (ii) shall be governed by and construed in accordance with the laws of the State of California, and (iii) shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto. This letter agreement may be executed in one or more counterparts (which taken together shall constitute one and the same instrument). Transmission by facsimile or "pdf" file of an executed counterpart of this letter agreement shall be deemed to constitute due and sufficient delivery of such counterpart.

This letter agreement shall be deemed to be a "Loan Document" for purposes of the Credit Agreements and the other Credit Documents.

[signatures on next page]

Kindly acknowledge your agreement with the terms and conditions of this letter agreement, by executing one copy of this letter in the space provided and returning it to Wells Fargo.

Very truly yours,

**CAPSTONE TURBINE CORPORATION**

By: /s/ Edward I. Reich  
Name: Edward I. Reich  
Title: EVP & CFO

**CAPSTONE TURBINE INTERNATIONAL, INC.**

By: /s/ Edward I. Reich  
Name: Edward I. Reich  
Title: EVP & CFO

**Acknowledged and agreed to by Wells Fargo as of the date first above written:**

**WELLS FARGO BANK, NATIONAL ASSOCIATION**

By: /s/ Gary Harrigian — SVP  
Name: Gary Harrigian  
Title: Authorized Signatory

## CAPSTONE TURBINE CORPORATION

### Code of Business Conduct

Capstone Turbine Corporation (“Capstone”) strives to be the world leader in the application of microturbine solutions for distributed generation power. In achieving this goal, we must remain committed to the highest standards of ethical behavior and legal compliance. We firmly believe that operating with a strong sense of integrity is critical to maintaining trust and credibility with all of our stakeholders, including our customers, stockholders and employees. This Code of Business Conduct (the “Code”) provides guidance to all Capstone directors and employees and assists us in carrying out our daily activities within appropriate ethical and legal standards. This Code also summarizes our expectations of accountability and the responsibility of all Capstone directors and employees. The general principles that guide our conduct go beyond mere compliance with laws and regulations. They are the foundation to the kind of company we want to be.

#### **Introduction**

We will uphold the highest professional standards in all global business operations. Likewise, the ethics of our suppliers, service providers and business partners is of utmost importance. We expect those with whom we do business to have, and follow, a similar code of ethical conduct.

While we are all obligated to follow this Code and are responsible and accountable for our own conduct, Capstone expects our leaders to set the example - to be in every respect a model. They must ensure that those who report to them have sufficient information to comply with law, regulation, and policy, as well as the resources to resolve ethical dilemmas. They must foster and maintain a culture within Capstone that promotes the highest standards of ethics and compliance. This culture must encourage everyone in the organization to raise concerns when they arise. We must never sacrifice ethical behavior and legal compliance in the pursuit of business objectives. Everyone is responsible and accountable for promptly reporting any potential violations of this Code or any law or regulation. We must do more than follow the letter of the law – we must do the right thing.

When in doubt - ask. Capstone employees who have questions regarding business conduct or possible violations and/or want to report a potential violation should contact the Corporate Ethics Manager who has direct access to the Audit Committee of the Board of Directors, as needed. All inquiries and/or reporting violations are confidential and may be made anonymously. You may contact the Corporate Ethics Manager via e-mail, mail, or telephone:

Clarice Hovsepian	
Email:	chovsepian@capstoneturbine.com
Phone:	(818) 734-5137
Address:	21211 Nordhoff St. Chatsworth, CA 91311

When contacting the Corporate Ethics Manager is inappropriate or undesirable, you may contact Capstone’s primary outside counsel:

Chase Cole, Waller Lansden Dortch & Davis, LLP	
Email:	chase.cole@wallerlaw.com
Phone:	(615) 850-8476
Address:	511 Union Street, Suite 2700 Nashville, TN 37219

Members of the Board of Directors may contact the Chair of the Audit Committee directly. This Code supplements, and must be read together with, the policies and procedures contained in Capstone’s Employee Handbook, as amended from time-to-time.

#### **Conflicts of Interest**

Directors and employees are expected to make or participate in business decisions and actions in the course of their employment with Capstone based solely on the best interests of the company as a whole, free of conflicts of interest. A conflict of interest may occur if your outside activities or personal interests influence or appear to influence your ability to make objective decisions in the course of your job responsibilities. A conflict of interest may also exist if the demands of any outside activities hinder or distract you from the performance of your job or cause you to use Capstone’s resources for purposes other than Capstone’s. It is your obligation to ensure that your interests remain free of conflicts in the performance of your responsibilities at Capstone. It is impossible to identify all potential conflicts of interests, but they may include investments that may create a conflict, the outside development of technology or intellectual property within Capstone’s industry, outside directorships or serving on technical advisory boards and the receipt or giving of any gift. Any potential conflict of interest must be reported as soon as it is recognized. No employee shall accept a position as a director, officer, partner or employee with any other non-Capstone business, without the consent of the Corporate Ethics Manager. If you have any question as to whether any action may create a conflict of interest, you must first discuss the matter with our Corporate Ethics Manager.

#### **Gifts**

Capstone may receive or evaluate appropriate complimentary products or services. Capstone may also make a gift of equipment to a company or organization, provided that the gift is openly given, with full knowledge by the company or organization, and is consistent with applicable law. Any gifts received should be turned over to the Corporate Ethics Manager for appropriate disposition. In all cases, the exchange of gifts will be conducted so there is no appearance of impropriety. Gifts may only be given in accordance with applicable laws, including the U.S. Foreign Corrupt Practices Act ("FCPA"). No gifts given or received may exceed \$50 in value.

### **Corporate Opportunities**

Directors and employees of Capstone stand in a fiduciary relationship to Capstone and must advance its legitimate interests when the opportunity to do so arises. It is a breach of this fiduciary duty for any such person to take advantage of a business opportunity for his or her own or another person's personal profit or benefit when the opportunity is within the corporate powers of Capstone and when the opportunity is of present or potential practical advantage to Capstone unless Capstone's Board of Directors knowingly elects not to avail itself of such opportunity and such person's participation is approved in advance by the Board of Directors. If such a person appropriates such a Capstone corporate opportunity, Capstone may claim the benefit of the transaction or business and such person exposes himself or herself to liability in this regard.

### **Confidential and Proprietary Information**

It is essential that every director and employee maintain confidentiality regarding information and trade secrets encountered at work. Confidential information may not be released to or discussed with outside parties or with other employees who do not have a valid business reason to know the information. Capstone's business and business relationships depend upon the confidential and proprietary nature of our information and of those with whom we do business - customers, vendors, suppliers, agents, and others. The use of confidential and proprietary information (whether Capstone's or a third-party's) should be covered by a written confidential disclosure agreement or non-disclosure agreement.

### **Financial Reporting**

As a public company, Capstone's filings with the Securities and Exchange Commission must be accurate and timely. Each Capstone employee is responsible for the integrity and accuracy of our documents and records, not only to comply with regulatory and legal requirements but also to ensure that records are available to defend our business practices and actions. No one may alter or falsify information on any record or document. Depending on their position with Capstone, employees may be called upon to provide information to assure that the Company's public reports are complete, fair and understandable. Every employee, therefore, plays a role in accurate and ethical financial reporting, and is accountable for that responsibility. Furthermore, the Code of Ethics for Senior Financial Officers and Chief Executive Officer applies to all Senior Financial Officers, as defined therein, and is attached hereto as Exhibit A for reference purposes.

### **Insider Trading**

Directors and employees must read and comply with Capstone's Insider Trading Policy, which details the trading restrictions imposed on any director, employee, or any person related to that director or employee. Trading restrictions are imposed when a director or employee is in possession of material, non-public information relating to Capstone or any other company, including our customers or suppliers, if such material, non-public information was obtained in the course of the director's or employee's service to, or employment by, Capstone.

### **International Business, Laws, and Governments**

As a U.S.-based company with international operations, Capstone is subject to laws and regulations both in the U.S. and abroad. In addition to contradicting this Code, violation of governing laws and regulations subjects Capstone (and, in many cases, the individual who caused the violation) to significant risk in the form of fines, penalties and damaged reputation. Each employee, therefore, must comply with applicable laws, regulations and corporate policies.

#### **Foreign Corrupt Practices Act (FCPA)**

Capstone requires full compliance with the FCPA by all of its employees, consultants, agents, distributors, and resellers. The anti-bribery and corrupt payment provisions of the FCPA make illegal any corrupt offer, payment, promise to pay or authorization to pay any money, gift or anything of value to any foreign official, or any foreign political party, candidate or official, for the purpose of:

- Influencing any act, or failure to act, in the official capacity of that foreign official or party
- Inducing the foreign official or party to use influence to affect a decision of a foreign government or agency, in order to obtain or retain business for anyone, or direct business to anyone.

#### **Export, Re-Export, and Transfer**



Export of design, development, and production technology is subject to national security, foreign policy, and anti-terrorism laws and regulation. Employees will obtain written authorization from Capstone's Senior Vice President, Engineering and Operations before providing design, development, or production technology to other countries, or nationals of other countries.

### **Customs Compliance for International Shipping**

Capstone's policy is to comply fully with customs laws, regulations and policies in all countries where Capstone does business. Accurate customs information on shipping documents is required for all international shipments.

### **Antitrust**

The economy of the U.S., and of most nations in which Capstone does business, is based on the principle that competition and profit will produce high-quality goods at fair prices. To ensure that this principle is played out in the marketplace, most countries have laws prohibiting certain business practices that could inhibit effective competition. Capstone fully appreciates these concepts.

### **Government Business**

Capstone employees should understand that special requirements might apply when contracting with any government body (including national, state, provincial, municipal, or other similar government divisions in local jurisdictions). Because government officials are obligated to follow specific codes of conduct and laws, special care will be taken in government contracts. These contracts must have requisite legal review and approval.

### **Political Contributions**

No Capstone assets may be contributed to any political candidate, political actions committee (aka "PAC"), political party, or ballot measure without the permission of the Corporate Ethics Manager. Of course, Capstone directors and employees may participate in any political activities of their choice on an individual basis, with their own money and on their own time.

### **Using Third-Party Intellectual Property**

Intellectual property includes copyrights, trademarks and patents. Capstone employees may sometimes need to use third-party copyrighted material to perform their jobs. Before such third-party material may be used, appropriate authorization from the copyright holder will be obtained. It is against Capstone policy and it may be unlawful for any employee to copy, reproduce, scan, digitize, broadcast, or modify third-party copyrighted material, unless written permission from the copyright holder has been obtained prior to the proposed use.

### **Environmental Responsibility**

One of our key environmental goals is to conduct our operations in an environmentally responsible manner. We are committed to reducing any negative environmental impact of our company by working together with the government, industry and our customers to develop policies and practices that will ensure a healthy environment for present and future generations.

### **Waivers of the Code of Business Conduct**

Any waiver of this Code may be made only by the Board of Directors to the extent necessary and warranted and will be promptly disclosed if required by law or regulation of any applicable securities exchange or market.

### **Reporting Any Illegal or Unethical Behavior**

Employees are encouraged to talk to the Corporate Ethics Manager, supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. Capstone will not tolerate retaliation for reports made in good faith, and provides full protection for those reporting violations. Anyone who retaliates or attempts to retaliate against a reporting employee will be subject to discipline, up to and including termination. Employees are expected to cooperate in internal investigations of misconduct.

Employees must read Capstone's Business Conduct Reporting Methods in Addendum 1 of the Employee Handbook, which describes Capstone's procedures for the receipt, retention and treatment of complaints received by the Audit Committee regarding accounting, internal accounting controls or auditing matters. Any employee may submit a good faith concern regarding questionable accounting or auditing matters without fear of dismissal or retaliation of any kind.

### **Investigations of Reports, Corrective Action and Discipline**

The Board of Directors, through the Corporate Ethics Manager and/or the Audit Committee, will investigate all reported concerns promptly, fairly and confidentially to the extent possible. All employees are expected to cooperate fully in internal investigations of misconduct. The Board, or the Audit Committee, will assess any findings from the investigation and recommend appropriate discipline, up to and including possible termination, corrective action or other changes that need to be made.

**Final Words of Advice**

This Code is not intended to be all-inclusive. All employees are required to comply with each of the rules, regulations and policies outlined above, as well as others adopted by Capstone in the exercise of its right to manage its business.

A reasonable and practical standard of ethical behavior in business decisions and actions is that which would not be embarrassing to you, your family, or Capstone, if it were revealed publicly. If you have any doubt about what you're doing, don't do it. No resource is more important to Capstone than the contributions made by its employees. We strive to create and maintain a work environment that fosters honesty, personal growth, teamwork, open communication and a dedication to our values. Our employees are the source from which our ideas, actions and performance flow. The full potential of Capstone is best realized in an environment that breeds fairness, self-fulfillment, teamwork and dedication to excellence.

Remember, your words, as well as your actions, illustrate your commitment to ethical and lawful behavior and adherence to the policies of Capstone. Misconduct by a few can discredit and harm our company's reputation. Each individual is ultimately responsible for his or her own ethical practices. By working together, each of us can contribute to the continuing growth, quality, productivity and SUCCESS of Capstone.

Adopted October 21, 2003

Amended March 24, 2009

Amended November 10, 2010

Amended November 16, 2011

Amended November 13, 2013

**ACKNOWLEDGEMENT**

TO: Capstone Turbine Corporation (the "Company")

I have received, reviewed, and understand the Capstone Turbine Corporation Code of Business Conduct and hereby certify that I have no knowledge of noncompliance, whether or not material or intentional, with the foregoing policy or any other legal or ethical obligations or requirements applicable to the Company or any of its employees, officers or directors.

I further understand that my failure to comply in all respects with the Company's Code of Business Conduct is basis for disciplinary action against me up to and including termination of my employment or relationship with the Company.

Date: \_\_\_\_\_, 20

\_\_\_\_\_  
Signature

Name: \_\_\_\_\_

Position: \_\_\_\_\_

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**Capstone Turbine Corporation**  
**Code of Ethics for Senior Financial Officers and Chief Executive Officer**

This Code of Ethics (this “Code”) applies to the principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions (collectively, the “Senior Financial Officers”), of Capstone Turbine Corporation (the “Company”). They are uniquely capable and empowered to ensure that all stakeholders’ interests are appropriately balanced, protected and preserved. The Company adopted the Capstone Turbine Corporation Code of Business Conduct (our “Code of Conduct”), which is the basis of our commitment to the highest ethical and legal standards. Our Code of Conduct governs all of our directors and employees, including our Senior Financial Officers. Each of the provisions of this Code is addressed in our Code of Conduct, and each of our Senior Financial Officers is subject to, and has agreed to abide by, the Code of Conduct. Moreover, in light of the requirement contained in the Sarbanes-Oxley Act of 2002 that each public company disclose whether it has a code of ethics for senior financial officers, we have prepared this Code in order to specifically address the unique role of these officers in corporate governance. The Code provides principles to which the Senior Financial Officers are expected to adhere and which they are expected to advocate. The Code is intended to deter wrongdoing and to promote:

- (a) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company;
- (c) compliance with applicable laws, rules and regulations;
- (d) the prompt internal reporting of violations of the Code; and
- (e) accountability for adherence to the Code.

All of our Senior Financial Officers must conduct themselves in accordance with the Code and seek to avoid even the appearance of improper behavior. The Code is neither a contract nor a legal document that creates a contractual relationship. This Code does not summarize all of our policies. Senior Financial Officers must also comply with our other policies, including those set forth in our Code of Conduct.

**1. Compliance With Laws.** Obeying the law, both in letter and in spirit, is the foundation on which the Company’s ethical standards are built. All Senior Financial Officers must respect and obey the laws, rules and regulations of the jurisdictions in which we operate. It is important for Senior Financial Officers to ensure compliance with these laws, rules and regulations and to take action promptly on any reports of violations or suspected violations.

**2. Conflicts Of-Interest.** The Company expects and requires its Senior Financial Officers to act honestly and ethically and to avoid actual or apparent conflicts of interest with the Company, except when acting in compliance with policies or guidelines approved by the Board of Directors.

**3. Public Company Reporting.** As a public company, the Company must provide full, fair, accurate, timely and understandable disclosure in reports and documents that it files with, or submits to, the Securities and Exchange Commission and in other public communications. The Senior Financial Officers are directly involved in that process and have several responsibilities, including the following:

- Assuring that our public reports are complete, fair and understandable. We expect you to take this responsibility very seriously.
- Maintaining our books, records, accounts and financial statements in reasonable detail while ensuring that they appropriately reflect our transactions and conform both to applicable legal requirements and are subject to the Company’s system of internal controls. Unrecorded or “off the books” funds or assets should not be maintained.
- Retaining or destroying records according to applicable law and any record retention policy we may establish from time to time. In accordance with any such policy, in the event of litigation or governmental investigation, please consult the Company’s counsel immediately.
- Assuring that our public reports fairly and accurately reflect the business and finances of the Company. If you believe that they do not, you have a responsibility to bring your concerns to the attention of the Chair of the Company’s Audit Committee.
- Complying with the Company’s disclosure controls and procedures.

Every Senior Financial Officer who has, or who hears expressed by another person, any concerns about the manner in which the Company’s financial statements or public reports are prepared, the sufficiency of its internal financial controls, the honesty or competence of its financial management or independent auditors or any other matter within the purview of the Audit Committee of the Board of Directors (the “Audit Committee”) is directed to report the matter promptly to the Chair of the Audit Committee. The Audit Committee will not tolerate

retaliation against any person who reports potential issues to the Audit Committee in good faith.

**4. Waivers Of The Code Of Business Conduct And Ethics.** Any waiver of this Code for Senior Financial Officers may be made only by the Board of Directors to the extent necessary and warranted and will be promptly disclosed to the extent required by law or regulation of any applicable securities exchange market.

**5. Reporting Illegal Or Unethical Behavior.** The Senior Financial Officers are required to report promptly in accordance with the reporting procedures established by our Code of Business Conduct any observed illegal or unethical behavior, or other violations of this Code. In the rare case that a Senior Financial Officer becomes aware of a serious legal violation or a breach of fiduciary duty by a director, officer or employee of the Company, he or she is required to contact the the Chairman of the Audit Committee or another member of the Audit Committee. Retaliation for reports of misconduct is strictly prohibited. Anyone who retaliates or attempts to retaliate against a reporting employee will be subject to discipline, up to and including termination.

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**6. Investigations of Reports, Corrective Action and Discipline.** The Board of Directors, through the Audit Committee, will investigate all reported concerns promptly and confidentially to the extent possible. Senior Financial Officers are expected to cooperate fully in internal investigations of misconduct. The Board of Directors, or appropriate committee, will assess any findings from the investigation and recommend corrective action or changes that need to be made.

**7. Administration Of Code.** The Code shall be administered by the Company's Audit Committee. Senior Financial Officers are encouraged to seek guidance regarding the application or interpretation of this Code from the Company's counsel or the the Chair of the Audit Committee and are expected to cooperate fully in any investigation of any potential violation of this Code.

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#### ACKNOWLEDGEMENT

TO: Capstone Turbine Corporation (the "Company")

I have received, reviewed, and understand the Company's Code of Ethics for Senior Financial Officers and Chief Executive Officer and hereby certify that I have no knowledge of noncompliance, whether or not material or intentional, with the foregoing policy or any other legal or ethical obligations or requirements applicable to the Company or any of its employees, officers or directors.

I further understand that my failure to comply in all respects with the Company's Code of Ethics for Senior Financial Officers and Chief Executive Officer is basis for disciplinary action against me up to and including termination of my employment or relationship with the Company.

Date: \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
Signature

Name: \_\_\_\_\_

Position: \_\_\_\_\_

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**Exhibit 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors  
Capstone Turbine Corporation:

We consent to the incorporation by reference in the registration statement (No. 333-179334) on Form S-3 and registration statements (Nos. 333-170588, 333-160049, 333-184033, and 333-180616) on Form S-8 of Capstone Turbine Corporation of our reports dated June 12, 2014, with respect to the consolidated balance sheets of Capstone Turbine Corporation as of March 31, 2014, and the related consolidated statements of operations, stockholders' equity, and cash flow for each of the years in the two-year period ended March 31, 2014, and the related financial statement schedule for each of the years in the two-year period ended March 31, 2014, and the effectiveness of internal control over financial reporting as of March 31, 2014, which reports appear in the March 31, 2014 annual report on Form 10-K of Capstone Turbine Corporation.

Our report dated June 12, 2014, on the effectiveness of internal control over financial reporting as of March 31, 2014, expresses our opinion that Capstone Turbine Corporation did not maintain effective internal control over financial reporting as of March 31, 2014 because of the effect of a material weakness on the achievement of the objectives of the control criteria and contains an explanatory paragraph that states a material weakness related to Capstone Turbine Corporation's risk assessment process has been identified.

/s/ KPMG LLP

Los Angeles, California  
June 12, 2014

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[Exhibit 23.1](#)

[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)

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**Exhibit 23.2**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement No. 333-179334 on Form S-3; and Registration Statement Nos. 333-170588, 333-160049, 333-180616, and 333-184033 on Form S-8 of our report dated June 14, 2012, relating to the consolidated financial statements and financial statement schedule of Capstone Turbine Corporation, appearing in this Annual Report on Form 10-K of Capstone Turbine Corporation for the year ended March 31, 2012.

/s/ DELOITTE & TOUCHE LLP

Los Angeles, California  
June 12, 2014

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[Exhibit 23.2](#)

[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)





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[Exhibit 31.1](#)

[CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER](#)



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[Exhibit 31.2](#)

[CERTIFICATION OF THE CHIEF FINANCIAL OFFICER](#)



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[Exhibit 32](#)

[CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER AND THE CHIEF FINANCIAL OFFICER](#)