

CAPSTONE TURBINE CORP  
Form 10-Q  
February 09, 2009  
[Table of Contents](#)

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 10-Q**

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(Mark One)

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

For the quarterly period ended December 31, 2008

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 91311**

(Address of principal executive offices and zip code)

**818-734-5300**

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant 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  (Do not check if a smaller reporting company)

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 number of shares outstanding of the registrant's common stock as of January 31, 2009 was 173,968,096.

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Table of Contents

**CAPSTONE TURBINE CORPORATION  
INDEX**

	<b>Page Number</b>
<b><u>PART I FINANCIAL INFORMATION</u></b>	
<u>Item 1.</u>	
<u>Financial Statements (Unaudited)</u>	
<u>Condensed Consolidated Balance Sheets as of December 31, 2008 and March 31, 2008</u>	3
<u>Condensed Consolidated Statements of Operations for the Three Months and Nine Months Ended December 31, 2008 and 2007</u>	4
<u>Condensed Consolidated Statements of Cash Flows for the Nine Months Ended December 31, 2008 and 2007</u>	5
<u>Notes to Condensed Consolidated Financial Statements</u>	6
<u>Item 2.</u>	
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	16
<u>Item 3.</u>	
<u>Quantitative and Qualitative Disclosures About Market Risk</u>	26
<u>Item 4.</u>	
<u>Controls and Procedures</u>	26
<b><u>PART II OTHER INFORMATION</u></b>	
<u>Item 1.</u>	
<u>Legal Proceedings</u>	27
<u>Item 1A.</u>	
<u>Risk Factors</u>	28
<u>Item 2.</u>	
<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	28
<u>Item 3.</u>	
<u>Defaults Upon Senior Securities</u>	28
<u>Item 4.</u>	
<u>Submission of Matters to a Vote of Security Holders</u>	28
<u>Item 5.</u>	
<u>Other Information</u>	28
<u>Item 6.</u>	
<u>Exhibits</u>	29
<u>Signatures</u>	30

Table of Contents**PART I FINANCIAL INFORMATION****Item 1. Financial Statements****CAPSTONE TURBINE CORPORATION  
CONDENSED CONSOLIDATED BALANCE SHEETS****(In thousands, except share amounts)  
(Unaudited)**

	December 31, 2008	March 31, 2008
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 24,388	\$ 42,605
Accounts receivable, net of allowance for doubtful accounts and sales returns of \$686 at December 31, 2008 and \$629 at March 31, 2008	13,184	6,768
Inventories	29,766	14,472
Prepaid expenses and other current assets	1,577	1,614
Total current assets	68,915	65,459
Property, plant and equipment, net	8,385	5,536
Non-current portion of inventories	3,534	2,221
Intangible asset, net	423	624
Other assets	219	206
Total	\$ 81,476	\$ 74,046
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 10,858	\$ 7,964
Accrued salaries and wages	1,737	1,519
Accrued warranty reserve	3,254	4,591
Deferred revenue	1,033	780
Current portion of notes payable	16	13
Other current liabilities	2,558	5,658
Total current liabilities	19,456	20,525
Long-term portion of notes payable	30	5
Other long-term liabilities	337	463
Commitments and contingencies (Note 11)		
Stockholders' Equity:		
Preferred stock, \$.001 par value; 10,000,000 shares authorized; none issued		
Common stock, \$.001 par value; 415,000,000 shares authorized; 174,751,857 shares issued and 173,968,096 shares outstanding at December 31, 2008; 148,238,852 shares issued and 147,578,311 shares outstanding at March 31, 2008	175	148
Additional paid-in capital	665,556	626,952
Accumulated deficit	(603,146)	(573,383)
Treasury stock, at cost; 783,761 shares at December 31, 2008 and 660,541 shares at March 31, 2008	(932)	(664)
Total stockholders' equity	61,653	53,053
Total	\$ 81,476	\$ 74,046

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See accompanying notes to condensed consolidated financial statements.

**Table of Contents****CAPSTONE TURBINE CORPORATION  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(In thousands, except per share data)  
(Unaudited)**

	<b>Three Months Ended December 31,</b>		<b>Nine Months Ended December 31,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
Revenue	\$ 11,482	\$ 9,217	\$ 32,127	\$ 22,051
Cost of goods sold	12,083	9,257	34,550	25,320
Gross loss	(601)	(40)	(2,423)	(3,269)
Operating expenses:				
Research and development	2,048	1,761	6,049	6,943
Selling, general and administrative	7,441	6,462	21,699	18,263
Total operating expenses	9,489	8,223	27,748	25,206
Loss from operations	(10,090)	(8,263)	(30,171)	(28,475)
Interest income	135	575	490	1,931
Loss before income taxes	(9,955)	(7,688)	(29,681)	(26,544)
Provision for income taxes	80		82	2
Net loss	\$ (10,035)	\$ (7,688)	\$ (29,763)	\$ (26,546)
Net loss per common share Basic and Diluted	\$ (0.06)	\$ (0.05)	\$ (0.18)	\$ (0.18)
Weighted average shares used to calculate Basic and Diluted net loss per common share	173,851	145,512	161,277	144,978

See accompanying notes to condensed consolidated financial statements.

**Table of Contents****CAPSTONE TURBINE CORPORATION  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)  
(Unaudited)**

	<b>Nine Months Ended December 31,</b>	
	<b>2008</b>	<b>2007</b>
<b>Cash Flows from Operating Activities:</b>		
Net loss	\$ (29,763)	\$ (26,546)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	2,056	1,660
Provision for allowance for doubtful accounts and sales returns	57	30
Inventory write-down	555	712
Provision for warranty expenses	(477)	659
Loss on disposal of equipment	5	17
Stock-based compensation	2,659	2,304
Changes in operating assets and liabilities:		
Accounts receivable	(6,473)	(3,306)
Inventories	(17,162)	4,987
Prepaid expenses and other assets	24	(10)
Accounts payable and accrued expenses	3,193	(1,754)
Accrued salaries and wages and long term liabilities	92	(216)
Accrued warranty reserve	(860)	(1,898)
Deferred revenue	253	(126)
Other current liabilities	(3,100)	4,848
Net cash used in operating activities	(48,941)	(18,639)
<b>Cash Flows from Investing Activities:</b>		
Acquisition of and deposits on equipment and leasehold improvements	(4,988)	(549)
Proceeds from disposal of equipment	20	3
Net cash used in investing activities	(4,968)	(546)
<b>Cash Flows from Financing Activities:</b>		
Repayment of notes payable	(12)	(24)
Net proceeds from employee stock-based transactions	2,144	1,556
Net proceeds from issuance of common stock and warrants	29,436	
Proceeds from exercise of common stock warrants	4,124	
Net cash provided by financing activities	35,692	1,532
Net Decrease in Cash and Cash Equivalents	(18,217)	(17,653)
Cash and Cash Equivalents, Beginning of Period	42,605	60,322
Cash and Cash Equivalents, End of Period	\$ 24,388	\$ 42,669
<b>Supplemental Disclosures of Cash Flow Information:</b>		
Cash paid during the period for:		
Interest	\$ 2	\$ 5
Income taxes	\$ 2	\$ 2

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

During the nine months ended December 31, 2008 and 2007, the Company purchased on account \$197 and \$98 of fixed assets, respectively.

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During the nine months ended December 31, 2008, the Company purchased fixed assets with a note payable of \$40.

See accompanying notes to condensed consolidated financial statements.

Table of Contents

**CAPSTONE TURBINE CORPORATION**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**1. Business and Organization**

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 )), resource recovery and secure power. In addition, the Company's microturbines can be used as 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.

**2. Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ( generally accepted accounting principles ) for interim financial information and with the instructions to Form 10-Q and Regulation S-X promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act ). They do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. The condensed consolidated balance sheet at March 31, 2008 was derived from audited financial statements included in the Company's Annual Report on Form 10-K for the year ended March 31, 2008. In the opinion of management, the interim condensed consolidated financial statements include all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the financial condition, results of operations and cash flows for such periods. Results of operations for any interim period are not necessarily indicative of results for any other interim period or for the full year. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended March 31, 2008. This Quarterly Report on Form 10-Q (the Form 10-Q ) refers to the Company's fiscal years ending March 31 as its Fiscal year.

The condensed 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. As of December 31, 2008, the Company had \$57.0 million, or 567 units, in backlog, of which \$53.2 million, or 512 units, are expected to be shipped within the next twelve months. However, the timing of shipments is subject to change based on several variables (including customer payments and customer delivery schedules), some of which are beyond the Company's control and can affect the Company's quarterly revenue and backlog. The Company 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, based on the Company's cash usage over the last twelve months and if anticipated cash needs of the Company change, it is possible, if not likely, that the Company may need or elect to raise additional funds to fund its activities. A significant use of cash in the third quarter of Fiscal 2009 was attributable to the timing of shipments and the delivery and payment of inventory purchases with long lead times. Based on the current estimated inventory delivery schedules, scheduled inventory purchases for the fourth quarter of Fiscal 2009 are currently \$12.7 million. However, we are in the process of rescheduling the timing of certain deliveries from

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suppliers and expect inventory deliveries to decrease during the fourth quarter of Fiscal 2009. As a result, we expect total inventory levels to decrease by the end of Fiscal 2009. Therefore, anticipated cash needs of the Company may change based on the Company's ability to manage inventory costs and the timing of inventory purchases and deliveries. The Company could seek to raise such funds by selling additional securities to the public or to selected investors, or by obtaining debt financing. The Company cannot be assured that it will be able to obtain additional funds on commercially favorable terms, or at all, especially given the state of worldwide capital markets. If the Company raises additional funds by issuing additional equity or convertible debt securities, the fully diluted ownership percentages of existing stockholders would be reduced. In addition, any equity or debt securities that it would issue may have rights, preferences or privileges senior to those of the holders of its common stock. Should the Company be unable to execute its plans or obtain additional financing, the Company may be unable to continue as a going concern. The unaudited condensed consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Table of Contents

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

**3. Recently Issued Accounting Standards**

In May 2008, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 162 The Hierarchy of Generally Accepted Accounting Principles ( SFAS No. 162 ). SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements that are presented in conformity with generally accepted accounting principles. SFAS No. 162 became effective as of November 15, 2008. This standard is not expected to have an impact on the Company's consolidated financial position or results of operations.

In April 2008, the FASB issued FASB Staff Position ( FSP ) No. 142-3, Determination of the Useful Life of Intangible Assets ( FSP 142-3 ). FSP 142-3 removes the requirement of SFAS No. 142, Goodwill and Other Intangible Assets ( SFAS No. 142 ) for an entity to consider, when determining the useful life of an acquired intangible asset, whether the intangible asset can be renewed without substantial cost or material modifications to the existing terms and conditions associated with the intangible asset. The intent of FSP 142-3 is to improve the consistency between the useful life of a recognized intangible asset under SFAS No. 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS No. 141(R), Business Combinations, ( SFAS No. 141(R) ) and other U.S. generally accepted accounting principles. FSP 142-3 replaces the previous useful-life assessment criteria with a requirement that an entity considers its own experience in renewing similar arrangements. FSP 142-3 applies to all intangible assets, whether acquired in a business combination or otherwise and shall be effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years and applied prospectively to intangible assets acquired after the effective date. The Company is currently evaluating the requirements of this standard; however, this standard is not expected to have a material impact on the Company's consolidated financial position or results of operations.

In December 2007, the FASB issued SFAS No. 141(R), which changes accounting principles for business acquisitions. SFAS No. 141(R) requires the recognition of all the assets acquired and liabilities assumed in the transaction based on the acquisition-date fair value. Certain provisions of this standard will, among other things, impact the determination of consideration paid or payable in a business combination and change accounting practices for transaction costs, acquired contingencies, acquisition-related restructuring costs, in-process research and development, indemnification assets, and tax benefits. SFAS No. 141(R) is effective for business combinations and adjustments to all acquisition-related deferred tax asset and liability balances occurring after December 15, 2008. Adoption of this standard has not had an impact on the Company's consolidated financial position or results of operations. Adoption of this statement is, however, expected to have a significant effect on how acquisition transactions, subsequent to March 31, 2009, are reflected in the financial statements.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of Accounting Research Bulletin No. 51 ( SFAS No. 160 ). This statement establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. The statement also establishes reporting requirements that provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. This standard is effective for fiscal years beginning after December 15, 2008. The Company is currently evaluating the requirements of this standard; however, this standard is not expected to have an impact on the Company's consolidated financial position or results of operations.

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In January 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" (SFAS No. 159). This statement permits entities to choose to measure many financial instruments and certain other items at fair value, with the objective of mitigating volatility in reported earnings caused by measuring related assets and liabilities differently (without being required to apply complex hedge accounting provisions), amends SFAS No. 115 "Accounting for Certain Investments in Debt and Equity Securities" and expands disclosures related to the use of fair value measures in financial statements. This statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. The Company adopted SFAS No. 159 with no impact on its consolidated financial position or results of operations.

Table of Contents

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements ( SFAS No. 157 ). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. While SFAS No. 157 did not impact the Company's valuation methods, it expanded disclosures of assets and liabilities that are recorded at fair value. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements, the FASB having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, SFAS No. 157 does not require any new fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company adopted this standard in Fiscal 2009, and the adoption did not impact the Company's consolidated financial position or results of operations. On April 1, 2009, the Company will implement the previously-deferred provisions of SFAS No. 157 for nonfinancial long-lived assets or asset groups measured at fair value for an impairment assessment under FASB Statement No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets as required. The Company does not believe that the remaining provisions will have an impact on the Company's consolidated financial position or results of operations when they are implemented.

**4. Customer Concentrations and Accounts Receivable**

Individually, two customers accounted for 18% and 15% of revenue, respectively, for the three months ended December 31, 2008, totaling approximately 33% of revenue. For the three months ended December 31, 2007, three customers accounted for 25%, 16% and 12% of revenue, respectively, totaling approximately 53% of revenue.

Individually, two customers accounted for 14% and 11% of revenue, respectively, for the nine months ended December 31, 2008, totaling approximately 25% of revenue. For the nine months ended December 31, 2007, three customers accounted for 16%, 14% and 11% of revenue, respectively, totaling approximately 41% of revenue.

Individually, two customers accounted for 25% and 10% of net accounts receivable, respectively, as of December 31, 2008, totaling approximately 35% of net accounts receivable. Two customers accounted for 33% and 11%, respectively, of net accounts receivable as of March 31, 2008, totaling approximately 44%.

**5. Inventories**

Inventories are stated at the lower of standard cost (which approximates actual cost on the first-in, first-out method) or market and consisted of the following:

	December 31, 2008	March 31, 2008
	(In thousands)	
Raw materials	\$ 30,359	\$ 15,516
Work in process	167	236
Finished goods	2,774	941
Total	33,300	16,693

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Less non-current portion		(3,534)		(2,221)
Current portion	\$	29,766	\$	14,472

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

Table of Contents**6. Property, Plant and Equipment**

Property, plant and equipment consisted of the following:

	December 31, 2008	(In thousands)	March 31, 2008
Machinery, equipment and furniture	\$	22,226	\$ 18,727
Leasehold improvements		9,398	8,753
Molds and tooling		4,133	3,805
		35,757	31,285
Less accumulated depreciation and amortization		(27,372)	(25,749)
Total property, plant and equipment, net	\$	8,385	\$ 5,536

**7. Intangible Asset**

The Company's sole intangible asset is a manufacturing license. The gross carrying amount is \$3.7 million. The balance of the intangible asset was \$0.4 million and \$0.6 million as of December 31 and March 31, 2008, respectively. The intangible asset is being amortized over its estimated useful life of ten years. The Company recorded amortization expense of \$67,000 and \$0.2 million for each of the three months and nine months ended December 31, 2008 and 2007, respectively. The manufacturing license is scheduled to be fully amortized by Fiscal 2011 with corresponding amortization estimated to be \$67,000 for the remainder of Fiscal 2009, \$0.3 million for Fiscal 2010, and \$0.1 million for Fiscal 2011.

The manufacturing license provides the Company with the ability to manufacture recuperator cores previously purchased from the supplier. 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 \$13,400 and \$12,000 were earned by the supplier for the three months ended December 31, 2008 and 2007, respectively. Royalties of \$39,700 and \$29,000 were earned by the supplier for the nine months ended December 31, 2008 and 2007, respectively. Earned royalties of \$13,400 and \$14,300 were unpaid as of December 31, 2008 and March 31, 2008, respectively, and are included in accrued expenses in the accompanying balance sheets.

**8. Stockholders' Equity****Stock-Based Compensation**

As of December 31, 2008, the Company had outstanding 4,200,000 non-qualified common stock options issued outside of the Amended and Restated 2000 Equity Incentive Plan (2000 Plan). These stock options were granted at exercise prices equal to the fair market value of the Company's common stock on the grant date as inducement grants to new executive officers and employees of the Company. Included in the 4,200,000 options were 2,000,000 options granted to the Company's President and Chief Executive Officer, 850,000 options granted to the

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Company's Executive Vice President of Sales and Marketing, 650,000 options granted to the Company's Senior Vice President of Customer Service, 500,000 options granted to the Company's former Senior Vice President of Operations and 200,000 options granted to the Company's Senior Vice President of Human Resources and Information Technology. Additionally, the Company had outstanding 512,500 restricted stock units issued outside of the 2000 Plan. These restricted stock units were issued as inducement grants to new officers of the Company. Included in the 512,500 units were 250,000 units granted to the Company's President and Chief Executive Officer, 150,000 units granted to the Company's Executive Vice President of Sales and Marketing, and 112,500 granted to the Company's Senior Vice President of Customer Service. Although the options and units were not granted under the 2000 Plan, they are governed by terms and conditions identical to those under the 2000 Plan. All options granted outside of the plan are subject to the following vesting provisions: one-fourth vests one year after the issuance date and 1/48th vests on the first day of each full month

Table of Contents

thereafter, so that all shall be vested on the first day of the 48th month after the issuance date. All outstanding options have a contractual term of ten years. The restricted stock units issued outside of the plan vest in equal installments over a period of four years. The four year vesting occurs as follows: one-fourth vests one year after the issuance date and one-fourth vests on the first day of each full year thereafter, so that all shall be vested on the completion of the fourth year after the issuance date.

*Valuation and Expense Information under SFAS No. 123 (revised 2004), Share-Based Payment ( SFAS No. 123(R) )*

For the three months ended December 31, 2008 and 2007, the Company recognized stock-based compensation expense of \$0.8 million and \$0.9 million, respectively. For the nine months ended December 31, 2008 and 2007, the Company recognized stock-based compensation expense of \$2.6 million and \$2.3 million, respectively. The following table summarizes, by statement of operations line item, stock-based compensation expense (in thousands):

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2008	2007	2008	2007
Cost of goods sold	\$ 123	\$ 111	\$ 378	\$ 307
Research and development	150	152	469	415
Selling, general and administrative	602	638	1,812	1,582
Stock-based compensation expense	\$ 875	\$ 901	\$ 2,659	\$ 2,304

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

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2008	2007	2008	2007
Risk-free interest rates	1.9%	4.2%	1.9%	4.5%
Expected lives (in years)	4.9	8.8	4.9	6.5
Dividend yield	%	%	%	%
Expected volatility	98.1%	97.4%	98.1%	99.2%

The Company's computation of expected volatility for the three months and nine months ended December 31, 2008 and 2007 was based on historical volatility. The Company estimated the expected life of each stock option granted in the three months and nine months ended December 31, 2007 using the simplified method permissible under Staff Accounting Bulletin No. 107, Share-Based Payment ( SAB 107 ), which utilizes the weighted average expected life of each tranche of the stock option, determined based on the sum of each tranche's vesting period plus one-half of the period from the vesting date of each tranche to the stock option's expiration. For options granted after December 31, 2007, 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. The Company 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. Included in the calculation is the Company's estimated forfeiture rate. SFAS No. 123(R) requires that equity-based compensation expense be based on awards that are ultimately expected to vest and accordingly, equity-based compensation recognized in the three and nine months ended December 31, 2008 and 2007 has been reduced by estimated forfeitures. The Company's estimate of forfeitures is based on historical forfeitures.



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Table of Contents

Information relating to all outstanding stock options, except for rights associated with the 2000 Employee Stock Purchase Plan, is as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Options outstanding at March 31, 2008	9,182,923	\$ 1.89		
Granted	1,155,000	1.06		
Exercised	(1,142,395)	2.05		
Forfeited	(122,000)	1.59		
Expired	(178,321)	1.81		
Options outstanding December 31, 2008	8,895,207	\$ 1.77	7.74	\$ 11,102
Options exercisable at December 31, 2008	4,476,971	\$ 2.23	6.88	\$ 11,102
Options fully vested at December 31, 2008 and those expected to vest beyond December 31, 2008	8,022,102	\$ 1.84	7.61	\$ 11,102

The weighted average per share grant date fair value of options granted during the three months ended December 31, 2008 and 2007 was \$0.69 and \$1.04, respectively. The weighted average per share grant date fair value of options granted during the nine months ended December 31, 2008 and 2007 was \$0.78 and \$0.86, respectively. There were no options exercised during the three months ended December 31, 2008 and 2007. The total intrinsic value of options exercised during the nine months ended December 31, 2008 and 2007 was approximately \$1.3 million and \$0.2 million, respectively. As of December 31, 2008, there was approximately \$4.2 million of total compensation cost related to nonvested stock option awards not yet recognized. It is expected to be recognized over a weighted average period of 2.6 years.

During the nine months ended December 31, 2008, the Company issued 53,877 shares of stock to non-employee directors in lieu of cash for those directors who elected to take payment of all or any part of their directors' fees in stock. 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 was \$1.43.

A summary of restricted stock unit activity for the nine months ended December 31, 2008 is as follows:

	Shares	Weighted Average Grant-Date Fair Value
Nonvested restricted stock units outstanding at March 31, 2008	2,296,638	\$ 1.19
Granted	1,310,597	1.28
Vested and issued	(603,519)	1.92
Forfeited	(137,881)	1.26

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Nonvested restricted stock units outstanding at December 31, 2008	2,865,835	\$	1.08
Restricted stock units expected to vest beyond December 31, 2008	2,062,861		

Table of Contents

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 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 total fair value of restricted stock units vested and issued by the Company during the three months ended December 31, 2008 and 2007 was approximately \$0.4 million and \$0.2 million, respectively. The total fair value of restricted stock units vested and issued by the Company during the nine months ended December 31, 2008 and 2007 was approximately \$1.2 million and \$0.3 million, respectively. The Company recorded expense of approximately \$0.2 million associated with its restricted stock awards for each of the three months ended December 31, 2008 and 2007. The Company recorded expense of approximately \$0.6 million and \$0.4 million associated with its restricted stock awards and units during the nine months ended December 31, 2008 and 2007, respectively. As of December 31, 2008, there was approximately \$2.3 million of total compensation cost related to nonvested restricted stock units not yet recognized. It is expected to be recognized over a weighted average period of 3.06 years.

**Registered Direct Offerings and Placements of Common Stock**

Effective September 23, 2008, the Company completed a registered direct placement in which it sold 21.5 million shares of the Company's common stock, par value \$.001 per share, and warrants to purchase 6.4 million shares of common stock with an initial exercise price of \$1.92 per share, at a price of \$14.90 per unit. Each unit consisted of ten shares of common stock and warrants to purchase three shares of common stock. The five-year warrants are immediately exercisable and include anti-dilution provisions, subject to certain limitations. Additionally, the Company has the right, at its option, to accelerate the expiration of the exercise period of the outstanding warrants issued in the offering, in whole or from time to time in part, at any time after the second anniversary of the original issue date of the warrants, subject to certain limitations. The sale resulted in gross proceeds of \$32.0 million and proceeds net of direct incremental costs of the offering of \$29.5 million. During the nine months ended December 31, 2008, none of the warrants issued in September 2008 were exercised. Warrants to purchase 6.4 million shares were outstanding as of December 31, 2008.

Effective January 24, 2007, the Company completed a registered direct placement in which it sold 40 million shares of the Company's common stock, par value \$.001 per share, and warrants to purchase 20 million shares of common stock with an initial exercise price of \$1.30 per share, at a price of \$1.14 per unit. Each unit consisted of one share of common stock and warrants to purchase 0.5 shares of common stock. The five-year warrants are immediately exercisable and include anti-dilution provisions, subject to certain limitations. During the nine months ended December 31, 2008, warrants to purchase 3.2 million shares were exercised resulting in proceeds of \$4.1 million. No warrants were exercised during the same period last year. Warrants to purchase 15.3 million and 18.5 million shares were outstanding as of December 31 and March 31, 2008, respectively.

**9. Accrued Warranty Reserve**

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, geography of sale and the length of extended warranties sold. 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

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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.

Table of Contents

Changes in accrued warranty reserve during the nine months ended December 31, 2008 are as follows:

	(In thousands)
Balance, March 31, 2008	\$ 4,591
Warranty provision relating to products shipped during the period	267
Changes for accruals related to preexisting warranties or reliability repair programs	(744)
Deductions for warranty claims	(860)
Balance, December 31, 2008	\$ 3,254

**10. Other Current Liabilities**

In September 2007, the Company entered into a Development and License Agreement (the "Development Agreement") with UTC Power Corporation ("UTCP"). The Development Agreement engages UTCP to fund and support the Company's continued development and commercialization of the Company's 200 kilowatt (kW) microturbine product, the C200. Pursuant to the terms of the Development Agreement, UTCP agreed to contribute \$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 has been recovered and, thereafter, the royalty will be reduced to 5% of the sales price. UTCP earned \$71,700 in royalties for C200 system sales for the three months ended December 31, 2008. During the three months ended December 31, 2007, no royalties were earned by UTCP. Royalties of \$71,700 were unpaid as of December 31, 2008 and are included in accrued expenses in the accompanying balance sheet. The Company received \$1.5 million upon the signing of the Development Agreement in September 2007. During the year ended March 31, 2008, the Company achieved three of the development milestones and received \$2.0 million for the systems requirements review, \$2.5 million for the preliminary design review, and \$2.5 million for the critical design review. During the three months ended June 30, 2008, the Company achieved the physical verification development milestone and received \$0.5 million. During the three months ended September 30, 2008, the Company achieved the microturbine build completion milestone and received \$1.5 million. During the three months ended December 31, 2008 the Company completed 90% of the qualification results milestone and received \$1.0 million. The Company is scheduled to receive the remaining \$0.5 million at completion of the qualification results milestone. As of December 31, 2008, the Company received \$11.5 million and offset approximately \$8.9 million of research and development ("R&D") expenses with this funding. The remaining \$2.6 million is recorded in other current liabilities in the accompanying condensed consolidated balance sheet. The Company records the benefits from this Development Agreement as a reduction of R&D expenses. There were approximately \$2.0 million and \$0.9 million of such benefits for the three months ended December 31, 2008 and 2007, respectively, which included \$0.2 million of in-kind services performed by UTCP under the cost-sharing program for the three months ended December 31, 2008. For the nine months ended December 31, 2008 and 2007, the Company recognized approximately \$6.5 million and \$1.1 million of such benefits, respectively, which included \$0.5 million of in-kind services performed by UTCP under the cost-sharing program for the nine months ended December 31, 2008. In-kind services performed by UTCP under the cost-sharing program are recorded as consulting expense within R&D expenses. No such services were provided during the three and nine months ended December 31, 2007. The reduction of R&D expenses is recognized on a percentage of completion basis, limited by the amount of funding received and/or earned based on milestone deliverables. If the Company fails to complete the development and commercialization of the C200, UTCP will receive a non-exclusive, perpetual, world-wide license to the C200 and the Company would receive royalty payments of 3% per unit of the burdened manufacturing cost for C200s sold by UTCP.

Table of Contents

**11. Commitments and Contingencies**

**Operating Lease Commitments**

The Company leases offices and manufacturing facilities under various non-cancelable operating leases expiring at various times through the year ending March 31, 2011. 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. Deferred rent amounted to \$0.3 million and \$0.5 million at December 31, 2008 and March 31, 2008, respectively.

**Purchase Commitments**

As of December 31, 2008, the Company had firm commitments to purchase inventories of approximately \$23.9 million through Fiscal 2011. Based on the current estimated inventory delivery schedules, scheduled inventory purchases for the fourth quarter of Fiscal 2009 currently total \$12.7 million. However, the Company is in the process of rescheduling the timing of certain deliveries from suppliers and expects inventory deliveries to decrease during the fourth quarter of Fiscal 2009. 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.

**Legal Matters**

In December 2001, a purported shareholder class action lawsuit was filed in the United States District Court for the Southern District of New York (the District Court) against the Company, two of its then officers, and the underwriters of the Company's initial public offering. The suit purports to be a class action filed on behalf of purchasers of the Company's common stock during the period from June 28, 2000 to December 6, 2000. An amended complaint was filed on April 19, 2002. The Plaintiffs allege that the underwriter defendants agreed to allocate stock in the Company's June 28, 2000 initial public offering and November 16, 2000 secondary offering to certain investors in exchange for excessive and undisclosed commissions and agreements by those investors to make additional purchases of stock in the aftermarket at pre-determined prices. The Plaintiffs allege that the prospectuses for these two public offerings were false and misleading in violation of the securities laws because they did not disclose these arrangements. Similar complaints have been filed against hundreds of other issuers that have had initial public offerings since 1998; the complaints have been consolidated into an action captioned In re Initial Public Offering Securities Litigation, No. 21 MC 92. On July 1, 2002, the underwriter defendants in the consolidated actions moved to dismiss all the actions, including the action involving the Company. On July 15, 2002, the Company, along with other non-underwriter defendants in the coordinated cases, moved to dismiss the litigation. On October 9, 2002, the Plaintiffs dismissed, without prejudice, the claims against the named officers and directors in the action against the Company. On February 19, 2003, the District Court issued an order denying the motion to dismiss the claims against the Company under Rule 10b-5. The motions to dismiss the claims under Section 11 of the Securities Act were denied as to virtually all of the defendants in the consolidated cases, including the Company. In June 2004, a committee of our Board of Directors approved a proposed partial settlement with the plaintiffs in this matter. A stipulation of partial settlement and release of claims against the issuer defendants and the issuer officers and directors named as defendants was submitted to the District Court for preliminary approval in June 2004. The District Court granted the preliminary approval motion on February 15, 2005, subject to certain modifications. On August 31, 2005, the District Court issued a preliminary order further approving the modifications to the settlement and certifying the settlement classes. The settlement fairness hearing occurred on April 24, 2006, and the District Court reserved decision at that time. While the partial settlement was pending approval, the Plaintiffs continued to litigate against the underwriter defendants. The District Court directed that the litigation proceed within a number of focus cases rather than

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all of the 310 cases that had been consolidated. The Company's case is not one of these focus cases. On October 13, 2004, the District Court certified the focus cases as class actions. The underwriter defendants appealed that ruling, and on December 5, 2006, the Court of Appeals for the Second Circuit reversed the District Court's class certification decision. On April 6, 2007, the Second Circuit denied the Plaintiffs' petition for rehearing. In light of the Second Circuit opinion, liaison counsel for all issuer defendants, including the Company, informed the District Court that this settlement could not be approved because the defined settlement class, like the litigation class, could not be certified. On June 25, 2007, the District Court entered an order terminating the proposed settlement. On August 14, 2007, the Plaintiffs filed their second consolidated amended complaints against the six focus cases and on September 27, 2007, again moved for class certification. On November 12, 2007, certain of the defendants in the focus cases moved to dismiss the second consolidated amended class action complaints. On March 26, 2008, the District Court denied the motions to dismiss except as to Section 11 claims raised by those plaintiffs who sold their securities for a price in excess of the initial offering price and those who purchased outside the previously certified class period. Briefing on the class certification motion was completed in May 2008. That motion was withdrawn without prejudice on October 10, 2008. On December 28, 2007, the underwriter defendants moved to strike class allegations in 26 cases, including the

Table of Contents

Company's, in which the Plaintiffs failed to identify proposed class representatives, and the issuer defendants joined in the motion. On May 13, 2008, the District Court granted the motion in part and struck the class allegations in eight cases in which the proposed class representative was not a member of the class. The District Court denied the motion with respect to the remaining 18 cases, including the Company's case. For those 18 cases, the Plaintiffs must notify the Defendants and the District Court of the identity of the putative class representatives and the basis of each putative representative's claim, and indicate whether the putative representatives are members of the proposed class. The deadline for the Plaintiffs to provide this information was January 30, 2009, but the Plaintiffs have asked the District Court for additional time. The Defendants may renew their motion to strike class allegations if the Plaintiffs fail to identify the putative class representatives within the allocated time or if the putative representatives are not members of the proposed class. Because of the inherent uncertainties of litigation, the ultimate outcome of the matter is uncertain.

On October 9, 2007, Vanessa Simmonds, a purported stockholder of the Company, filed suit in the U.S. District Court for the Western District of Washington against The Goldman Sachs Group, Inc., Merrill Lynch & Co., Inc., and Morgan Stanley, the lead underwriters of the Company's initial public offering in June 1999, and the secondary offering of common stock in November 2000, alleging violations of Section 16(b) of the Securities Exchange Act of 1934, 15 U.S.C. § 78p(b). The complaint seeks to recover from the lead underwriters any short-swing profits obtained by them in violation of Section 16(b). The suit names the Company as a nominal defendant, contains no claims against the Company, and seeks no relief from the Company. Simmonds filed an Amended Complaint on February 27, 2008 (the Amended Complaint), naming as defendants Goldman Sachs & Co. and Merrill Lynch Pierce, Fenner & Smith Inc. and again naming Morgan Stanley. The Amended Complaint asserts substantially similar claims as those set forth in the initial complaint. On July 25, 2008, the Company joined with 29 other issuers to file the Issuer Defendants' Joint Motion to Dismiss. Underwriter Defendants also filed a Joint Motion to Dismiss on July 25, 2008. Plaintiff filed oppositions to both motions on September 8, 2008. All replies in support of the motions to dismiss were filed on October 23, 2008. Oral argument on the motions to dismiss was held on January 16, 2009. The Judge has stayed discovery pursuant to the Private Securities Litigation Reform Act (PSLRA) until he rules on all motions to dismiss. Because of the inherent uncertainties of this litigation, the Company cannot accurately predict the ultimate outcome of the matter.

From time to time, the Company may become subject to additional legal proceedings, claims and litigation arising in the ordinary course of business. Other than the matters discussed above, the Company is not a party to any other material legal proceedings, nor is the Company aware of any other pending or threatened litigation that would have a material adverse effect on the Company's business, operating results, cash flows or financial condition should such litigation be resolved unfavorably.

## **12. Related Party Transactions**

Mr. Eliot Protsch is the Chairman of the Company's Board of Directors. Mr. Protsch is Senior Executive Vice-President and Chief Financial Officer of Alliant Energy Corporation. Alliant Energy Resources, Inc. (Alliant), a subsidiary of Alliant Energy Corporation, was a distributor for the Company. The Company purchased \$0.1 million of inventory from Alliant during the three months ended June 30, 2007. This amount was paid as of September 30, 2007. There have been no other transactions between the Company and Alliant during Fiscal 2008 or Fiscal 2009.

## **13. Net Loss Per Common Share**

Basic loss per share of common stock 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 in the periods covered by this Form 10-Q which would make these instruments antidilutive. As of December 31, 2008 and 2007, the number of antidilutive stock options and restricted stock units excluded from diluted net loss per common share computations was approximately 11.8 million and 11.7

million shares, respectively.

#### 14. Subsequent Event

On February 9, 2009, the Company entered into two Credit and Security Agreements (the Agreements ) with Wells Fargo Bank, National Association ( Wells Fargo ). The Agreements provide the Company with a line of credit (the Credit Facility ) that will not at any time exceed in the aggregate \$10 million. The amount actually available to the Company may be substantially 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 has granted a security interest in favor of Wells Fargo in all or substantially all of the assets of the Company and its subsidiaries. The Agreements will terminate in accordance with their terms on February 9, 2012, unless terminated sooner.

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, its capital stock, (e) sell, assign, transfer or otherwise dispose of all or substantially all of its assets, (f) change its accounting method or (g) enter into a different line of business. Furthermore, the agreements contain financial covenants, including (a) a requirement to maintain a specified minimum book worth, (b) a requirement not to exceed specified levels of losses, (c) a requirement to maintain a specified ratio of minimum cash balances to unreimbursed line of credit advances and (d) limitations on the Company 's capital expenditures.

Table of Contents

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

The following discussion should be read in conjunction with the condensed consolidated financial statements and notes included in this Form 10-Q and in our Annual Report on Form 10-K for the year ended March 31, 2008. When used in this Form 10-Q, and in the following discussion, the words believes, anticipates, intends, expects and similar expressions are intended to identify forward-looking statements. Such statements are subject to certain risks and uncertainties which could cause actual results to differ materially from those projected. These risks include those identified under Risk Factors in Item 1A of Part II of this Form 10-Q. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. All dollar amounts are approximate.

**Overview**

We develop, manufacture, market and service 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 )), resource recovery and secure power. In addition, our microturbines can be used as 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. There are several technologies which 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 can provide clean, on-site power with lower scheduled maintenance intervals and greater fuel flexibility than competing technologies. For customers with access to the electric grid, microturbines can 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 the microturbines as their primary source of power for extended periods. Because our microturbines also produce clean, usable heat energy, they can provide economic advantages to customers who can benefit from the use of hot water, air conditioning and direct hot air. Our microturbines are sold primarily through our distributors. We, along with our Authorized Service Companies ( ASCs ), install and service the microturbines. Successful implementation of the microturbine relies on the quality of the microturbine, the ability to sell into 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 from 30 kilowatts up to 1 megawatt in electric power output, designed for commercial, industrial, and utility users. Our 30-kilowatt ( C30 ) microturbine can produce enough electricity to power a small convenience store. The 60-and 65-kilowatt ( C60 Series ) microturbine can produce enough heat to provide hot water to a 100-room hotel while also providing about one-third of its electrical requirements, based on our estimates. Our 200-kilowatt ( C200 ) microturbine is well suited for larger hotels, office buildings, and wastewater treatment plants. By packaging the C200 microturbine power modules into an International Standards Organization (ISO) sized container, Capstone has created a family of microturbine offerings from 600-kilowatts up to one megawatt in a compact footprint. Our 1000-kilowatt ( 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 super low emission electricity 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 and diesel. The C60 Series and C200 microturbines are available with heat exchangers, making them easy to engineer and install in applications where hot water is used. Our products produce exceptionally clean power. Our C60 Series was certified by the California Air Resources Board ( CARB ) to meet 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 to meet 2008 waste gas emissions requirements for landfill and digester gas applications.

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The market for our products is highly competitive and is changing rapidly. 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 companies who could be our customers today rely on the utility grid for their power. As many of our distributed generation competitors are large, well-established companies, they derive advantages from production economies of scale, worldwide presence and greater resources, which they can devote to product development or promotion.

Table of Contents

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, we identify specific targeted vertical market segments. Within each of these markets, we identify what we believe to be the critical factors to penetrating these markets and have based our plans on those factors.

During the three months ended December 31, 2008, we booked total orders of \$16.0 million for 172 units or 17.1 megawatts. We shipped 116 units with an aggregate of 8.4 megawatts for revenue of \$7.7 million. As of December 31, 2008, we had 567 units, or 65.6 megawatts, valued at \$57.0 million in total backlog, of which 512 units, or 61.0 megawatts, valued at \$53.2 million were current and expected to be shipped within the next twelve months. The timing of shipments is subject to change based on several variables (including customer payments and customer delivery schedules), some of which are not in our control and can affect our quarterly revenue and backlog. Our actual product shipments during the three months ended December 31, 2008 were: 45.9% for use in CHP applications, 7.2% for use in CCHP applications, 32% for use in resource recovery applications and 14.9% for use in other markets (including secure power).

The following table summarizes our backlog:

	Three Months ended December 31, 2008		Three Months ended December 31, 2007	
	Megawatts	Units	Megawatts	Units
<b>Current</b>				
C30	6.7	223	0.9	31
C60 Series	13.5	208	4.4	68
C200	9.6	48	6.4	32
C600	1.8	3		
C800	2.4	3		
C1000	27	27		
<b>Total Current Backlog</b>	<b>61.0</b>	<b>512</b>	<b>11.7</b>	<b>131</b>
<b>Long-term</b>				
C30	0.8	25		
C60 Series	1.8	28		
C200			2.6	13
C1000	2	2		
<b>Total Long-term Backlog</b>	<b>4.6</b>	<b>55</b>	<b>2.6</b>	<b>13</b>
<b>Total Backlog</b>	<b>65.6</b>	<b>567</b>	<b>14.3</b>	<b>144</b>

2) *Sales and Distribution Channels* We seek out distributors and representatives that have business experience and capabilities to support our growth plans in our targeted markets. In North America, we currently have 26 distributors. Internationally, outside of North America, we currently have 33 distributors. We continue to refine the distribution channels to address our specific targeted markets.

3) *Geographic Focus* Within the United States, our focus is on California and the Northeast. We use our corporate headquarters to serve the California market and our sales and service office in New Jersey to expand our penetration in the Northeastern market. Based on our belief that the European countries and Russia will offer significant opportunities, we opened an office in England in Fiscal 2007. Accordingly, we expect to continue to develop our distribution base and market presence in Europe. In Japan, we are focused on developing niche opportunities that we believe offer the potential for increasing sales volumes over the next three years. Throughout Asia we are focusing resources on increased distribution channels to the market with the expectation that China will become a significant market in the years ahead. Additionally, we have established an office in Mexico.

Table of Contents

4) *Service* During Fiscal 2005, we entered the direct service business. Previously, our service strategy was to serve all customers through our distributors and ASCs. Distributors were expected to sell the products, provide engineering solutions, and perform as ASCs by providing installation, commissioning and service. Several of our distributors did not provide the level of service desired and a number of end users requested to work directly with us. As a result, we are pursuing a strategy to serve customers directly, as well as through qualified distributors and ASCs, all of whom will perform their service work using technicians specifically trained by Capstone. In Fiscal 2009, we continue to present alternatives to customers under-served by our distributor and ASC base through Capstone factory direct service. For both Fiscal 2008 and for the nine months ended December 31, 2008 service revenue was approximately 8% of total revenue. We also intend to establish spare parts distribution centers in strategic locations to ensure timely delivery of parts.

5) *Product Robustness and Life Cycle Maintenance Costs* To provide us with the ability to evaluate microturbine performance in the field, we developed a real-time remote monitoring and diagnostic feature. This feature allows us to monitor installed units and rapidly collect operating data on a continual basis. We use this information to anticipate and more quickly respond to field performance issues, evaluate component robustness and identify areas for continuous improvement. This feature is important in allowing us to better serve our customers.

6) *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 and C60 Series microturbines, will be our foundational product lines for the foreseeable future. Our product development efforts are centered on enhancing the features of these base products. Our C200 product beta testing was successfully implemented during Fiscal 2005 and the first commercial shipment was on August 28, 2008. Our C1000 Series product was developed based on Capstone's C200 microturbine product line. This product family can be configured into 1,000-kW, 800-kW and 600-kW solutions in a single ISO container. Our C1000 product beta testing was successfully implemented during Fiscal 2009 and the first commercial shipment was on December 29, 2008.

7) *Cost and Core Competencies* We believe that we can achieve overall cost improvements through design changes, automation, parts commonality across multiple product lines, and by outsourcing areas not consistent with our core competencies. In conjunction with these changes, we launched a strategic supply chain initiative to develop suppliers on a global basis. The Company continues to review avenues for cost reduction by sourcing to the best value supply chain option. We have made progress diversifying our suppliers in the international marketplace as well as within the United States. We expect to leverage our costs as product volumes increase.

We believe 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 contribution margins, our financial model indicates that we will achieve positive cash flow when we ship approximately 280 units in a quarter, depending on product mix. We believe 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. With approximately \$10 million to \$15 million of capital expenditures, we believe we can expand our combined production capacity to approximately 4,000 units per year, depending on product mix. We have not committed to this expansion nor identified a source for its funding, if available.

**Critical Accounting Policies and Estimates**

The preparation of our condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. Management believes the most complex and sensitive judgments, because of their significance to the condensed consolidated financial statements, result primarily from the need to make estimates about the effects of matters that are inherently uncertain. Actual results could

Table of Contents

differ from management's estimates. We believe the critical accounting policies listed below affect our more significant accounting judgments and estimates used in the preparation of the condensed consolidated financial statements. These policies are described in greater detail in our Annual Report on Form 10-K for Fiscal 2008 and continue to include the following areas:

- Impairment of long-lived assets, including intangible assets;
  
- Inventory write-downs and classification of inventories;
  
- Estimates of warranty obligations;
  
- Sales returns and allowances;
  
- Allowance for doubtful accounts;
  
- Deferred tax assets and valuation allowance;
  
- Stock-based compensation expense; and
  
- Loss contingencies.

**Results of Operations**

*Three Months Ended December 31, 2008 and 2007*

*Revenue.* Revenue is reported net of sales returns and allowances. Revenue for the third quarter of Fiscal 2009 increased \$2.3 million, or 25%, to \$11.5 million from \$9.2 million for the third quarter of Fiscal 2008. Revenue from microturbine product shipments increased \$1.5 million, or 24%, to \$7.7 million for 116 units during the third quarter of Fiscal 2009 from \$6.2 million for 121 units during the third quarter of Fiscal 2008. Shipments of microturbine units were 8.4 megawatts during the third quarter of Fiscal 2009 compared with 5.6 megawatts during the third

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quarter of Fiscal 2008. Revenue from C30 product shipments decreased \$2.0 million, or 71%, to \$0.8 million for 23 units during the third quarter of Fiscal 2009 from \$2.8 million for 63 units during the third quarter of Fiscal 2008. Shipments of C30 product were 0.7 megawatts during the third quarter of Fiscal 2009 compared with 1.8 megawatts during the third quarter of Fiscal 2008. Revenue from C60 Series product shipments increased \$2.1 million, or 62%, to \$5.5 million for 87 units during the third quarter of Fiscal 2009 from \$3.4 million for 58 units during the third quarter of Fiscal 2008. Shipments of C60 Series products were 5.7 megawatts during the third quarter of Fiscal 2009 compared with 3.8 megawatts during the third quarter of Fiscal 2008. Revenue from C200 product shipments was \$0.8 million for five units, or 1.0 megawatt, during the third quarter of Fiscal 2009. There were no C200 product shipments in the same period last year. Revenue from C1000 product shipments was \$0.6 million for one unit, or 1.0 megawatt, during the third quarter of Fiscal 2009. There were no C1000 product shipments in the same period last year. Revenue from accessories, parts and service during the third quarter of Fiscal 2009 increased \$0.8 million to \$3.8 million from \$3.0 million during the third quarter of Fiscal 2008.

The overall revenue increase in the third quarter of Fiscal 2009 compared to the same period last year included a \$2.9 million increase in revenue from the North American market, a \$1.8 million increase in revenue from the Asian market and a \$0.3 million increase in revenue from the European market, all primarily the result of improved distribution channels. South American market revenue in the third quarter of Fiscal 2009 was \$2.7 million lower than the same period last year because the third quarter of Fiscal 2008 included an unusually large product sale for this historically small revenue market. The timing of shipments is subject to change based on several variables (including customer payments and customer delivery schedules), some of which are not in our control and can affect our quarterly revenue and backlog. Therefore, we evaluate historical revenue in conjunction with backlog to anticipate the growth trend of our revenue.

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### Table of Contents

The following table summarizes our revenue:

	Three Months ended December 31, 2008			Three Months ended December 31, 2007		
	Revenue	Megawatts	Units	Revenue	Megawatts	Units
C30	\$ 0.8	0.7	23	\$ 2.8	1.8	63
C60 Series	5.5	5.7	87	3.4	3.8	58
C200	0.8	1.0	5			
C1000	0.6	1.0	1			
Total from Microturbine Products	\$ 7.7	8.4	116	\$ 6.2	5.6	121
Accessories, Parts, and Service	3.8			3.0		
Total	\$ 11.5	8.4	116	\$ 9.2	5.6	121

Two customers accounted for 18% and 15% of revenue, respectively, for the third quarter of Fiscal 2009, totaling approximately 33% of revenue. For the third quarter of Fiscal 2008, three customers accounted for 25%, 16% and 12% of revenue, respectively, totaling approximately 53% of revenue. UTCP accounted for 2% and 16% of revenue for the three months ended December 31, 2008 and 2007, respectively.

*Gross Loss.* Cost of goods sold includes direct material costs, production labor and overhead, inventory charges and provision for estimated product warranty expenses. The gross loss was \$0.6 million, or 5% of revenue, for the third quarter of Fiscal 2009 compared to \$40,000, or less than 1% of revenue, for the third quarter of Fiscal 2008. The increase in the gross loss and gross loss percentage reflects a net increase of \$0.2 million as a result of a lower margin product mix, primarily because of the product launch of the C200 and C1000 systems, along with an increase in manufacturing costs of \$1.9 million, offset by a decrease in warranty expense of \$0.9 million and an increase in overhead absorption into inventory of \$0.6 million. Warranty expense is a combination of a per-unit warranty accrual recorded at the time revenue is recognized and changes, if any, in estimates for warranty programs. These program estimates are recorded in the period that new information, such as design changes, cost of repair and product enhancements, becomes available. Warranty expense decreased \$0.9 million as a result of reductions to warranty programs because of product enhancements and technology changes.

We expect to continue to incur gross losses until we are able to achieve higher unit sales volumes to cover our fixed manufacturing costs. We have taken initiatives to further reduce direct material costs and other manufacturing and warranty costs as we work to achieve profitability.

*Research and Development ( R&D ) Expenses.* R&D expenses include compensation expense, including stock-based compensation, engineering department expenses, overhead allocations for administration and facilities and materials costs associated with development. R&D expenses for the third quarter of Fiscal 2009 increased \$0.3 million, or 17%, to \$2.1 million from \$1.8 million for the same period last year. R&D expenses are reported net of benefits from cost-sharing programs such as the Department of Energy (the DOE ) and UTCP funding. There were approximately \$2.0 million of such benefits in the third quarter of Fiscal 2009 and \$0.9 million for the same period last year. In-kind services performed by UTCP under the cost-sharing program during the three months ended December 31, 2008 were valued at \$0.2 million and recorded as consulting expense within R&D expenses. No such services were provided during the same period last year. The overall net increase in R&D expenses of \$0.3 million resulted from increased spending for supplies of \$0.6 million, labor expense of \$0.3 million, consulting of \$0.2 million and facility costs of \$0.1 million partially offset by the increased recognition of \$0.9 million of funding from UTCP for the cost-sharing program. Cost-sharing programs vary from period to period depending on the phases of the programs. We expect R&D expense in Fiscal 2009 to be lower than in Fiscal 2008 as a result of increased benefits from cost-sharing programs.



Table of Contents

*Selling, General, and Administrative ( SG&A ) Expenses.* SG&A expenses for the third quarter of Fiscal 2009 increased \$1.0 million, or 16%, to \$7.4 million from \$6.4 million for the same period last year. The net increase in SG&A expenses was comprised of an increase of \$0.5 million related to labor expense, \$0.5 million of travel expense, \$0.2 million in marketing expense and \$0.2 million of professional services expense, including legal, accounting and insurance expenses, offset by decreased spending for supplies of \$0.2 million and shared costs of \$0.2 million. The increase in labor and travel costs reflects the continued effort to develop worldwide distributors and the launch of the C200 and C1000 Series products. We expect SG&A expenses for Fiscal 2009 to be higher than the prior year because of these increased efforts.

*Interest Income.* Interest income for the third quarter of Fiscal 2009 decreased \$0.5 million, or 83%, to \$0.1 million from \$0.6 million for the same period last year. The decrease during the period was attributable to lower average cash balances and lower interest rates over the same period last year. We expect interest income to decline for Fiscal 2009 as we continue to use cash to support our operations.

***Nine Months Ended December 31, 2008 and 2007***

*Revenue.* Revenue for the nine months ended December 31, 2008 increased \$10.0 million, or 45%, to \$32.1 million from \$22.1 million for the same period last year. Revenue from microturbine product shipments increased \$7.6 million, or 51%, to \$22.6 million for 377 units during the nine months ended December 31, 2008 from \$15.0 million for 294 units during the same period last year. Shipments of microturbine units were 23.8 megawatts during the nine months ended December 31, 2008 compared with 15.1 megawatts during the same period last year. Revenue from C30 product shipments decreased \$1.3 million, or 28%, to \$3.3 million for 83 units during the nine months ended December 31, 2008 from \$4.6 million for 113 units during the same period last year. Shipments of C30 product were 2.5 megawatts during the nine months ended December 31, 2008 compared with 3.4 megawatts during the same period last year. Revenue from C60 Series product shipments increased \$6.9 million, or 66%, to \$17.3 million for 284 units during the nine months ended December 31, 2008 from \$10.4 million for 181 units during the same period last year. Shipments of C60 Series products were 18.5 megawatts during the nine months ended December 31, 2008 compared with 11.7 megawatts during the same period last year. Revenue from C200 product shipments was \$1.4 million for nine units, or 1.8 megawatts during the nine months ended December 31, 2008. There were no C200 product shipments in the same period last year. Revenue from C1000 product shipments was \$0.6 million for one unit, or 1.0 megawatt, during the nine months ended December 31, 2008. There were no C1000 product shipments in the same period last year. Revenue from accessories, parts and service during the nine months ended December 31, 2008 increased \$2.4 million to \$9.5 million from \$7.1 million during the same period last year.

The overall revenue increase in the nine months ended December 31, 2008 compared to the same period last year included a \$6.9 million increase in revenue from the North American market, a \$3.9 million increase in revenue from the Asian market and a \$1.6 million increase in revenue from the European market, all primarily the result of efforts to improve distribution channels. South American market revenue during the nine months ended December 31, 2008 was \$2.4 million lower than the same period last year because the nine months ended December 31, 2007 included an unusually large product sale for this historically small revenue market. The timing of shipments is subject to change based on several variables (including customer payments and customer delivery schedules), some of which are not in our control and can affect our quarterly revenue and backlog. Therefore, we evaluate historical revenue in conjunction with backlog to anticipate the growth trend of our revenue.

Table of Contents

The following table summarizes our revenue:

	Nine Months ended December 31, 2008			Nine Months ended December 31, 2007		
	Revenue	Megawatts	Units	Revenue	Megawatts	Units
C30	\$ 3.3	2.5	83	\$ 4.6	3.4	113
C60 Series	17.3	18.5	284	10.4	11.7	181
C200	1.4	1.8	9			
C1000	0.6	1.0	1			
Total from Microturbine Products	\$ 22.6	23.8	377	\$ 15.0	15.1	294
Accessories, Parts, and Service	9.5			7.1		
Total	\$ 32.1	23.8	377	\$ 22.1	15.1	294

Individually, two customers accounted for 14% and 11% of revenue, respectively, for the nine months ended December 31, 2008, totaling approximately 25% of revenue. For the same period last year, individually, three customers accounted for 16%, 14% and 11% of revenue, respectively, totaling approximately 41% of revenue. Banking Production Centre ( BPC Energy Systems ) accounted for 14% of revenue for each of the nine months ended December 31, 2008 and 2007, respectively. UTCP accounted for 9% and 16% of revenue for the nine months ended December 31, 2008 and 2007, respectively.

*Gross Loss.* The gross loss was \$2.4 million, or 7% of revenue, for the nine months ended December 31, 2008 compared to \$3.3 million, or 15% of revenue, for the same period last year. The decrease in the gross loss and gross loss percentage reflects a net decrease of \$1.3 million as a result of a higher margin product mix, primarily because of increased sales of C60 Series systems, reduced warranty expense of \$1.1 million and higher absorption of overhead costs into ending inventory of \$2.6 million, offset by increased manufacturing costs of \$4.1 million. The remaining \$1.1 million in reductions to warranty expense relates to reductions to warranty programs because of product enhancements and technology changes.

*Research and Development ( R&D ) Expenses.* R&D expenses for the nine months ended December 31, 2008 decreased \$0.9 million, or 13%, to \$6.0 million from \$6.9 million for the same period last year. R&D expenses are reported net of benefits from cost-sharing programs such as the DOE and UTCP funding. There were approximately \$6.5 million of such benefits for the nine months ended December 31, 2008 and \$1.0 million of such benefits for the same period last year. In-kind services performed by UTCP under the cost-sharing program during the nine months ended December 31, 2008 were valued at \$0.5 million and recorded as consulting expense within R&D expenses. No such services were provided during the same period last year. The overall net decrease in R&D expenses of \$0.9 million resulted from the increased recognition of \$5.2 million of funding from UTCP for the cost-sharing program. This benefit was offset by increased spending for supplies of \$1.9 million, consulting of \$1.3 million, labor costs of \$0.5 million, facility expense of \$0.3 million, shared costs of \$0.2 million and \$0.1 million related to travel expense. Cost-sharing programs vary from period to period depending on the phases of the programs.

*Selling, General, and Administrative ( SG&A ) Expenses.* SG&A expenses for the nine months ended December 31, 2008 increased \$3.4 million, or 19%, to \$21.7 million from \$18.3 million for the same period last year. The net increase in SG&A expenses was comprised of an increase of \$2.3 million in labor expense, \$1.4 million related to travel expense, \$0.3 million of marketing expense and \$0.2 million in facility expense, offset by decreased spending for supplies of \$0.2 million and shared costs of \$0.6 million. The increase in labor and travel costs reflects

the continued effort to develop worldwide distributors and the launch of the C200 and C1000 Series products.

Table of Contents

*Interest Income.* Interest income for the nine months ended December 31, 2008 decreased \$1.4 million, or 74%, to \$0.5 million from \$1.9 million for the same period last year. The decrease during the period was attributable to lower average cash balances and lower interest rates over the same period last year.

**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. Based on our current forecasts and assumptions, we believe that our 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. Our planned capital expenditures for Fiscal 2009 include approximately \$5.0 million for plant and equipment costs related to the production of the C200 and C1000 Series. 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 \$18.2 million during the nine months ended December 31, 2008, compared to a decrease of \$17.6 million for the same period last year. The cash was generated from or used in:

*Operating Activities.* During the nine months ended December 31, 2008, we used \$48.9 million in cash in our operating activities, which consisted of a net loss for the period of \$29.8 million, and cash used for working capital of \$24.0 million offset by non-cash adjustments (primarily depreciation, warranty, stock-based compensation and inventory charges) of \$4.9 million. During the same period last year, operating cash usage was \$18.6 million, which consisted of a net loss for the period of \$26.5 million, offset by non-cash adjustments of \$5.4 million and cash generated from working capital of \$2.5 million. The increase in working capital cash usage of \$26.6 million is primarily attributable to inventory which increased by \$22.2 million as a result of the C200 and C1000 commercialization and to support an overall increase in sales and backlog. Additionally, the timing of shipments and the delivery and payment of inventory purchases with long lead times resulted in an increase in cash usage from inventory in the third quarter. Based on the current estimated inventory delivery schedules, scheduled inventory purchases for the fourth quarter of Fiscal 2009 are currently \$12.7 million. However, we are in the process of rescheduling the timing of certain deliveries from suppliers and expect inventory deliveries to decrease during the fourth quarter of Fiscal 2009. As a result, we expect total inventory levels to decrease by the end of Fiscal 2009. Additionally, the change in working capital is attributable to an increase in net accounts payable and accrued liabilities of \$4.9 million resulting primarily from inventory purchases and an increase in accounts receivable of \$3.2 million offset by decreased accrued warranty reserve of \$1.0 million. Accounts receivable increased as a result of the timing of collections and sales. Additionally, warranty claims spending has decreased because of a continued focus on product quality and the timing of claims.

*Investing Activities.* Net cash used in investing activities relates primarily to the acquisition of fixed assets of \$5.0 million and \$0.5 million for the nine months ended December 31, 2008 and 2007, respectively. Our historical cash usage for investing activities has been relatively low related to capital expenditures. However, in Fiscal 2009 we have increased cash usage for investing activities as a result of investments in production equipment and leasehold improvements related to the C200 and C1000 Series products.

*Financing Activities.* During the nine months ended December 31, 2008 and 2007, we generated \$35.7 million and \$1.5 million, respectively, in cash from financing activities. The funds generated from financing activities in the nine months ended December 31, 2008 were primarily the result of a registered offering of our common stock, which was completed effective September 23, 2008. Pursuant to the offering, we issued a total of 21.5 million shares of common stock and warrants to purchase 6.4 million shares of common stock with an initial exercise price of \$1.92 per share, resulting in gross proceeds of approximately \$32.0 million. We incurred approximately \$2.5 million in direct costs in connection with the offering. The exercise of stock options and warrants and employee stock purchases, net of repurchases of shares for employee taxes on

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vesting of restricted stock units, yielded \$6.3 million in cash for the nine months ended December 31, 2008 compared to \$1.6 million for the same period last year.

There have been no material changes in our remaining commitments under non-cancelable operating leases and capital leases disclosed in our Annual Report on Form 10-K for Fiscal 2008. As more fully described below, because of the increase in backlog and long lead times for certain materials, as of December 31, 2008, we had firm commitments to purchase inventories of approximately \$23.9 million. This represents an \$8.5 million increase from the purchase commitment disclosed in our Annual Report on Form 10-K for Fiscal 2008.

Table of Contents

We believe that our 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, based on our cash usage over the last twelve months and if our anticipated cash needs change it is possible, if not likely, that we may need or elect to raise additional funds to fund our activities. Anticipated cash needs may change based on our ability to manage inventory costs and the timing of inventory purchases and deliveries. We could seek to raise such funds by selling additional securities to the public or to selected investors, or by obtaining debt financing. We cannot be assured that we will be able to obtain additional funds on commercially favorable terms, or at all, especially given the state of worldwide capital markets. If we raise additional funds by issuing additional equity or convertible debt securities, the ownership percentages of existing stockholders would be reduced (on a fully diluted basis in the case of convertible securities). In addition, any equity or debt securities that we issue may have rights, preferences or privileges senior to those of the holders of our common stock.

On February 9, 2009, we entered into two Credit and Security Agreements (the Agreements ) with Wells Fargo Bank, National Association ( Wells Fargo ). The Agreements provide us with a line of credit (the Credit Facility ) that will not at any time exceed in the aggregate \$10 million. The amount actually available to us may be substantially 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, we have granted a security interest in favor of Wells Fargo in all or substantially all of our assets and our subsidiaries. The Agreements will terminate in accordance with their terms on February 9, 2012, unless terminated sooner.

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, its capital stock, (e) sell, assign, transfer or otherwise dispose of all or substantially all of its assets, (f) change its accounting method or (g) enter into a different line of business. Furthermore, the agreements contain financial covenants, including (a) a requirement to maintain a specified minimum book worth, (b) a requirement not to exceed specified levels of losses, (c) a requirement to maintain a specified ratio of minimum cash balances to unreimbursed line of credit advances and (d) limitations on our capital expenditures.

Although we believe we have sufficient capital to fund our working capital and capital expenditures, 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 current 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 dramatically 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 and project resellers; and
- our customers' ability to afford and/or finance our products.

Additionally, the continued credit crisis could 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 could be adversely affected by a recession in economic activity.

Should the Company be unable to execute its plans or obtain additional financing, the Company may be unable to continue as a going concern. The unaudited condensed consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

#### ***Recently Issued Accounting Standards***

In May 2008, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 162 The Hierarchy of Generally Accepted Accounting Principles ( SFAS No. 162 ). SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements that are presented in conformity with generally accepted accounting principles. SFAS No. 162 became effective on November 15, 2008. This standard is not expected to have an impact on the consolidated financial position or results of operations.

Table of Contents

In April 2008, the FASB issued FASB Staff Position ( FSP ) No. 142-3, *Determination of the Useful Life of Intangible Assets* ( FSP 142-3 ). FSP 142-3 removes the requirement of SFAS No. 142, *Goodwill and Other Intangible Assets* ( SFAS No. 142 ) for an entity to consider, when determining the useful life of an acquired intangible asset, whether the intangible asset can be renewed without substantial cost or material modifications to the existing terms and conditions associated with the intangible asset. The intent of FSP 142-3 is to improve the consistency between the useful life of a recognized intangible asset under SFAS No. 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS No. 141(R), *Business Combinations*, ( SFAS No. 141(R) ) and other U.S. generally accepted accounting principles. FSP 142-3 replaces the previous useful-life assessment criteria with a requirement that an entity considers its own experience in renewing similar arrangements. FSP 142-3 applies to all intangible assets, whether acquired in a business combination or otherwise and shall be effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years and applied prospectively to intangible assets acquired after the effective date. We are currently evaluating the requirements of this standard; however, this standard is not expected to have a material impact on the consolidated financial position or results of operations.

In December 2007, the FASB issued SFAS No. 141(R), which changes accounting principles for business acquisitions. SFAS No. 141(R) requires the recognition of all the assets acquired and liabilities assumed in the transaction based on the acquisition-date fair value. Certain provisions of this standard will, among other things, impact the determination of consideration paid or payable in a business combination and change accounting practices for transaction costs, acquired contingencies, acquisition-related restructuring costs, in-process research and development, indemnification assets, and tax benefits. SFAS No. 141(R) is effective for business combinations and adjustments to all acquisition-related deferred tax asset and liability balances occurring after December 15, 2008. Adoption of this standard has not had an impact on the consolidated financial position or results of operations. Adoption of this statement is, however, expected to have a significant effect on how acquisition transactions subsequent to March 31, 2009 are reflected in the financial statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements* an amendment of Accounting Research Bulletin No. 51 ( SFAS No. 160 ). This statement establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. The statement also establishes reporting requirements that provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. This standard is effective for fiscal years beginning after December 15, 2008. We are currently evaluating the requirements of this standard; however, this standard is not expected to have an impact on the consolidated financial position or results of operations.

In January 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* ( SFAS No. 159 ). This statement permits entities to choose to measure many financial instruments and certain other items at fair value, with the objective of mitigating volatility in reported earnings caused by measuring related assets and liabilities differently (without being required to apply complex hedge accounting provisions), amends SFAS No. 115 *Accounting for Certain Investments in Debt and Equity Securities* and expands disclosures related to the use of fair value measures in financial statements. This statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. We have adopted SFAS No. 159 with no impact on our consolidated financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ( SFAS No. 157 ). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. While SFAS No. 157 did not impact the Company's valuation methods, it expanded disclosures of assets and liabilities that are recorded at fair value. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements, the FASB having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, SFAS No. 157 does not require any new fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. We adopted this standard in Fiscal 2009, and the adoption did not impact on our consolidated financial position or results of operations. On April 1, 2009, we will implement the previously-deferred provisions of SFAS No. 157 for nonfinancial long-lived assets or asset groups measured at fair value for an impairment assessment under FASB Statement No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* as required. We do not believe that the remaining provisions will have an

impact on the Company's consolidated financial position or results of operations when they are implemented.

Table of Contents

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

No material changes have occurred in the quantitative and qualitative market risk disclosure presented in our Annual Report on Form 10-K for Fiscal 2008.

**Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures*

As of the end of the period covered by this report, we carried out an evaluation 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), under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective.

*Changes in Internal Control Over Financial Reporting*

Additionally, our Chief Executive Officer and Chief Financial Officer have determined that there have been no changes to our internal control over financial reporting during the three months ended December 31, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents**PART II OTHER INFORMATION****Item 1. Legal Proceedings**

In December 2001, a purported shareholder class action lawsuit was filed in the United States District Court for the Southern District of New York (the District Court) against the Company, two of its then officers, and the underwriters of the Company's initial public offering. The suit purports to be a class action filed on behalf of purchasers of the Company's common stock during the period from June 28, 2000 to December 6, 2000. An amended complaint was filed on April 19, 2002. The Plaintiffs allege that the underwriter defendants agreed to allocate stock in the Company's June 28, 2000 initial public offering and November 16, 2000 secondary offering to certain investors in exchange for excessive and undisclosed commissions and agreements by those investors to make additional purchases of stock in the aftermarket at pre-determined prices. The Plaintiffs allege that the prospectuses for these two public offerings were false and misleading in violation of the securities laws because they did not disclose these arrangements. Similar complaints have been filed against hundreds of other issuers that have had initial public offerings since 1998; the complaints have been consolidated into an action captioned *In re Initial Public Offering Securities Litigation, No. 21 MC 92*. On July 1, 2002, the underwriter defendants in the consolidated actions moved to dismiss all the actions, including the action involving the Company. On July 15, 2002, the Company, along with other non-underwriter defendants in the coordinated cases, moved to dismiss the litigation. On October 9, 2002, the Plaintiffs dismissed, without prejudice, the claims against the named officers and directors in the action against the Company. On February 19, 2003, the District Court issued an order denying the motion to dismiss the claims against the Company under Rule 10b-5. The motions to dismiss the claims under Section 11 of the Securities Act were denied as to virtually all of the defendants in the consolidated cases, including the Company. In June 2004, a committee of our Board of Directors approved a proposed partial settlement with the plaintiffs in this matter. A stipulation of partial settlement and release of claims against the issuer defendants and the issuer officers and directors named as defendants was submitted to the District Court for preliminary approval in June 2004. The District Court granted the preliminary approval motion on February 15, 2005, subject to certain modifications. On August 31, 2005, the District Court issued a preliminary order further approving the modifications to the settlement and certifying the settlement classes. The settlement fairness hearing occurred on April 24, 2006, and the District Court reserved decision at that time. While the partial settlement was pending approval, the Plaintiffs continued to litigate against the underwriter defendants. The District Court directed that the litigation proceed within a number of focus cases rather than all of the 310 cases that had been consolidated. The Company's case is not one of these focus cases. On October 13, 2004, the District Court certified the focus cases as class actions. The underwriter defendants appealed that ruling, and on December 5, 2006, the Court of Appeals for the Second Circuit reversed the District Court's class certification decision. On April 6, 2007, the Second Circuit denied the Plaintiffs' petition for rehearing. In light of the Second Circuit opinion, liaison counsel for all issuer defendants, including the Company, informed the District Court that this settlement could not be approved because the defined settlement class, like the litigation class, could not be certified. On June 25, 2007, the District Court entered an order terminating the proposed settlement. On August 14, 2007, the Plaintiffs filed their second consolidated amended complaints against the six focus cases and on September 27, 2007, again moved for class certification. On November 12, 2007, certain of the defendants in the focus cases moved to dismiss the second consolidated amended class action complaints. On March 26, 2008, the District Court denied the motions to dismiss except as to Section 11 claims raised by those plaintiffs who sold their securities for a price in excess of the initial offering price and those who purchased outside the previously certified class period. Briefing on the class certification motion was completed in May 2008. That motion was withdrawn without prejudice on October 10, 2008. On December 28, 2007, the underwriter defendants moved to strike class allegations in 26 cases, including the Company's, in which the Plaintiffs failed to identify proposed class representatives, and the issuer defendants joined in the motion. On May 13, 2008, the District Court granted the motion in part and struck the class allegations in eight cases in which the proposed class representative was not a member of the class. The District Court denied the motion with respect to the remaining 18 cases, including the Company's case. For those 18 cases, the Plaintiffs must notify the Defendants and the District Court of the identity of the putative class representatives and the basis of each putative representative's claim, and indicate whether the putative representatives are members of the proposed class. The deadline for the Plaintiffs to provide this information was January 30, 2009, but the Plaintiffs have asked the District Court for additional time. The Defendants may renew their motion to strike class allegations if the Plaintiffs fail to identify the putative class representatives within the allocated time or if the putative representatives are not members of the proposed class. Because of the inherent uncertainties of litigation, the ultimate outcome of the matter is uncertain.

Table of Contents

On October 9, 2007, Vanessa Simmonds, a purported stockholder of the Company, filed suit in the U.S. District Court for the Western District of Washington against The Goldman Sachs Group, Inc., Merrill Lynch & Co., Inc., and Morgan Stanley, the lead underwriters of the Company's initial public offering in June 1999, and the secondary offering of common stock in November 2000, alleging violations of Section 16(b) of the Securities Exchange Act of 1934, 15 U.S.C. § 78p(b). The complaint seeks to recover from the lead underwriters any short-swing profits obtained by them in violation of Section 16(b). The suit names the Company as a nominal defendant, contains no claims against the Company, and seeks no relief from the Company. Simmonds filed an Amended Complaint on February 27, 2008 (the Amended Complaint), naming as defendants Goldman Sachs & Co. and Merrill Lynch Pierce, Fenner & Smith Inc. and again naming Morgan Stanley. The Amended Complaint asserts substantially similar claims as those set forth in the initial complaint. On July 25, 2008, the Company joined with 29 other issuers to file the Issuer Defendants' Joint Motion to Dismiss. Underwriter Defendants also filed a Joint Motion to Dismiss on July 25, 2008. Plaintiff filed oppositions to both motions on September 8, 2008. All replies in support of the motions to dismiss were filed on October 23, 2008. Oral argument on the motions to dismiss was held on January 16, 2009. The Judge has stayed discovery pursuant to the Private Securities Litigation Reform Act (PSLRA) until he rules on all motions to dismiss. Because of the inherent uncertainties of this litigation, we cannot accurately predict the ultimate outcome of the matter.

**Item 1A. Risk Factors**

The risk factors disclosed in our Annual Report on Form 10-K for the Year Ended March 31, 2008 were updated in our Quarterly Report on Form 10-Q for the Three Months Ended September 30, 2008 (the Second Quarter 10-Q). We refer you to the Second Quarter 10-Q for our updated risk factors.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Submission of Matters to a Vote of Security Holders**

None

**Item 5. Other Information**

None

Table of Contents

**Item 6. Exhibits**

The following exhibits are filed with, or incorporated by reference into, this Form 10-Q:

<b>Exhibit Number</b>	<b>Description</b>
3.1	Second Amended and Restated Certificate of Incorporation of Capstone Turbine Corporation (a)
3.2	Amended and Restated Bylaws of Capstone Turbine Corporation (b)
4.1	Specimen stock certificate (c)
4.2	Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock (d)
4.3	Rights Agreement, dated July 7, 2005, between Capstone Turbine Corporation and Mellon Investor Services LLC (d)
4.4	Amendment No. 1 to Rights Agreement, dated July 3, 2008, between Capstone Turbine Corporation and Mellon Investor Services LLC (e)
4.5	Form of Warrant (f)
4.6	Form of Warrant (g)
10.1	General Release and Separation Agreement with Leigh L. Estus dated December 1, 2008
10.2	Consulting Agreement with Leigh L. Estus dated December 1, 2008
31.1	Certification of Chief Executive Officer
31.2	Certification of Chief Financial Officer
32	Certification of Chief Executive Officer and Chief Financial Officer

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(a) Incorporated by reference to Capstone Turbine Corporation's Registration Statement on Form S-1/A, dated May 8, 2000 (File No. 333-33024).

(b) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q, dated February 9, 2006 (File No. 001-15957).

(c) Incorporated by reference to Capstone Turbine Corporation's Registration Statement on Form S-1/A, dated June 21, 2000 (File No. 333-33024).

(d) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on July 8, 2005 (File No. 001-15957).

(e) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on July 10, 2008 (File No. 001-15957).

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(f) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on September 18, 2008 (File No. 001-15957).

(g) Incorporated by reference to Capstone Turbine Corporation's Current Report on Form 8-K, filed on January 19, 2007 (File No. 001-15957).

Table of Contents

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CAPSTONE TURBINE CORPORATION

By:

/s/ EDWARD I. REICH  
Edward I. Reich  
*Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)*

Date: February 9, 2009

Table of Contents

**Exhibit Index**

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