

CAPSTONE TURBINE Corp  
Form 8-K  
September 04, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15 (d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **September 4, 2014 (August 28, 2014)**

**CAPSTONE TURBINE CORPORATION**

(Exact name of registrant as specified in its charter)

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

**001-15957**  
(Commission File Number)

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

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

**91311**  
(Zip Code)

**(818) 734-5300**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders**

The annual meeting of stockholders of Capstone Turbine Corporation (the Company) was held on August 28, 2014 at the Company's corporate offices located at 21211 Nordhoff Street, Chatsworth, California 91311. The stockholders voted as follows on the matters described below.

Proposal 1: Election of Directors

| Director             | Votes For  | Votes Withheld | Broker Non-Votes |
|----------------------|------------|----------------|------------------|
| Gary D. Simon        | 75,279,362 | 24,950,176     | 150,787,341      |
| Richard K. Atkinson  | 76,034,582 | 24,194,956     | 150,787,341      |
| John V. Jagers       | 88,120,480 | 12,109,058     | 150,787,341      |
| Darren R. Jamison    | 87,531,900 | 12,697,638     | 150,787,341      |
| Noam Lotan           | 74,651,493 | 25,578,045     | 150,787,341      |
| Gary J. Mayo         | 87,755,538 | 12,474,000     | 150,787,341      |
| Eliot G. Protsch     | 75,279,098 | 24,950,440     | 150,787,341      |
| Holly A. Van Deursen | 88,486,676 | 11,742,862     | 150,787,341      |
| Darrell J. Wilk      | 87,943,731 | 12,285,807     | 150,787,341      |

Each of the individuals listed above was elected as a director of the Company to serve until the next annual meeting or until his or her successor is elected and qualified.

Proposal 2: Approval of the Rights Agreement, dated as of July 7, 2005, with Computershare Inc., as amended.

| Votes For  | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 61,315,543 | 37,121,617    | 1,792,378     | 150,787,341      |

Proposal 3: Approval of an amendment to the Company's Executive Performance Incentive Plan.

| Votes For  | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 77,322,962 | 22,035,083    | 871,493       | 150,787,341      |

Proposal 4: Advisory vote to approve the compensation of the Company's Named Executive Officers.

| Votes For  | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 75,725,698 | 22,257,822    | 2,246,018     | 150,787,341      |

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Proposal 5: Ratification of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2015.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstain</b> |
|------------------|----------------------|----------------------|
| 228,600,706      | 17,420,695           | 4,995,478            |

**SIGNATURE**

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 hereunto duly authorized.

**CAPSTONE TURBINE CORPORATION**

Date: September 4, 2014

By:

/s/ Edward I. Reich

Edward I. Reich

Executive Vice President and Chief Financial Officer