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CAPSTONE TURBINE CORP
Form SC 13G
June 13, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Capstone Turbine Corporation

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

US 14067D1028

(CUSIP Number)

June 2, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. US 14067D1028

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- 1 NAME OF REPORTING PERSON
I.R.S. Identification No. of above person (entities only).

Rho Capital Partners, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York
- NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH:
- 5 SOLE VOTING POWER

0 Shares
- 6 SHARED VOTING POWER

1,769,671 Shares
- 7 SOLE DISPOSITIVE POWER

0 Shares
- 8 SHARED DISPOSITIVE POWER

1,769,671 Shares
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,769,671 Shares
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.1%
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO/IA

CUSIP No. US 14067D1028

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1 NAME OF REPORTING PERSON
I.R.S. Identification No. of above person (entities only).

Rho Management Trust I

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER

0 Shares

6 SHARED VOTING POWER

1,769,671 Shares

7 SOLE DISPOSITIVE POWER

0 Shares

8 SHARED DISPOSITIVE POWER

1,769,671 Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,769,671 Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. US 14067D1028

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1 NAME OF REPORTING PERSON
I.R.S. Identification No. of above person (entities only).

Joshua Ruch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of South Africa

NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER

4,029,519 Shares

6 SHARED VOTING POWER

1,769,671 Shares

7 SOLE DISPOSITIVE POWER

4,029,519 Shares

8 SHARED DISPOSITIVE POWER

1,769,671 Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,799,190 Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. US 14067D1028

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1 NAME OF REPORTING PERSON
I.R.S. Identification No. of above person (entities only).

Habib Kairouz

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

 (a) []
 (b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER

0 Shares

6 SHARED VOTING POWER

1,769,671 Shares

7 SOLE DISPOSITIVE POWER

0 Shares

8 SHARED DISPOSITIVE POWER

1,769,671 Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,769,671 Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. US 14067D1028

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1 NAME OF REPORTING PERSON
I.R.S. Identification No. of above person (entities only).

Mark Leschly

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Kingdom of Denmark

NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER

0 Shares

6 SHARED VOTING POWER

1,769,671 Shares

7 SOLE DISPOSITIVE POWER

0 Shares

8 SHARED DISPOSITIVE POWER

1,769,671 Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,769,671 Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

This Statement on Schedule 13G relates to shares of Common Stock, par value \$0.01 per share (the "Shares") of Capstone Turbine Corporation (the

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"Company") beneficially owned by Rho Capital Partners, Inc., Rho Management Trust I, Joshua Ruch, Habib Kairouz and Mark Leschly, as follows below.

Item 1(a) Name of issuer: Capstone Turbine Corporation, a California corporation (the "Company").

Item 1(b) Address of issuer's principal executive offices: 21211 Nordhoff Street, Chatsworth, California 91311.

Item 2. Identity of Persons Filing.

(a) This Statement is being filed by Rho Capital Partners, Inc. (hereinafter "Rho"), a New York corporation; Rho Management Trust I, a New York grantor trust; and Joshua Ruch, Habib Kairouz and Mark Leschly, shareholders of Rho. Rho has investment authority over a number of investment vehicles, including Rho Management Trust I, and in such capacity may be deemed to exercise investment and voting control over Shares registered in the name of Rho Management Trust I. Joshua Ruch, Habib Kairouz and Mark Leschly may be deemed to have shared authority over the Shares reported by Rho herein. Joshua Ruch may be deemed additionally to exercise sole investment and voting authority over certain Shares not under management by Rho.

(b)-(c) Rho is a New York corporation, with its address at 152 West 57th Street, 23rd Floor, New York, New York 10019.

Rho Management Trust I is a New York grantor trust, with its address at 152 West 57th Street, 23rd Floor, New York, New York 10019.

Mr. Ruch is a citizen of the Republic of South Africa, with his address c/o Rho, 152 West 57th Street, 23rd Floor, New York, New York 10019.

Mr. Kairouz is a citizen of Canada, with his address c/o Rho, 152 West 57th Street, 23rd Floor, New York, New York 10019.

Mr. Leschly is a citizen of the Kingdom of Denmark, with his address c/o Rho, 152 West 57th Street, 23rd Floor, New York, New York 10019.

2(d) Title of class of securities: Common Stock

2(e) CUSIP No.: US 14067D1028

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or Rule 13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under Section 15 of the Exchange Act.

(b) Bank as defined in section 3(a)(6) of the Exchange Act.

(c) Insurance company as defined in section 3(a)(19) of the Exchange Act.

(d) Investment company registered under section 8 of the Investment Company Act.

(e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

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(g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act;

(j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership

See cover page for each reporting person.

Rho Management Trust I is the registered holder of 1,769,671 Shares reported hereby. As the ultimate holder of voting and investment authority over the Shares registered in the name of Rho Management Trust I, Rho may be deemed, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, to be the beneficial owner of the 1,769,671 Shares reported by Rho Management Trust I, constituting 2.1% of the Company's Shares outstanding as of the date of the Company's most recently filed Form 10-Q.

As stockholders of Rho, Joshua Ruch, Habib Kairouz and Mark Leschly may be deemed to share investment and voting control over the Shares reported herein by Rho. Accordingly, each of Messrs. Ruch, Kairouz and Leschly may be deemed to be the beneficial owner of the 1,769,671 Shares reported by Rho hereunder, constituting 2.1% of the Company's shares outstanding as of the date of the Company's most recently filed Form 10-Q.

Additionally, by virtue of direct ownership, investment authority over certain managed accounts, control of certain entities and his position as trustee of certain trusts and foundations, Mr. Ruch may be deemed to be the beneficial owner with sole voting and investment authority of an additional 4,029,519 Shares, for an aggregate beneficial ownership of 5,799,190 Shares, constituting 6.8% of the Company's shares outstanding as of the date of the Company's most recently filed Form 10-Q.

Other than Shares in which they have a pecuniary interest, each of Messrs. Ruch, Kairouz and Leschly disclaims beneficial ownership of the Shares reported by this Statement.

Item 5. Ownership of 5 Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

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Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 13, 2005.

RHO CAPITAL PARTNERS, INC.

By: /s/ Jeffrey I. Martin

Jeffrey I. Martin, Authorized Signer

RHO MANAGEMENT TRUST I

By: RHO CAPITAL PARTNERS, INC.
as Investment Adviser

By: /s/ Jeffrey I. Martin

Jeffrey I. Martin, Authorized Signer

/s/ Jeffrey I. Martin

Jeffrey I. Martin, Authorized Signer for Joshua Ruch

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/s/ Jeffrey I. Martin

Jeffrey I. Martin, Authorized Signer for Habib Kairouz

/s/ Jeffrey I. Martin

Jeffrey I. Martin, Authorized Signer for Mark Leschly