TECOGEN INC.
Form 10-Q
May 11, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2015
or

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

Commission file number 001-36103
TECOGEN INC.
(Exact name of Registrant as specified in its charter)

Delaware	04-3536131
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification No.)
45 First Avenue	
Waltham, Massachusetts	02451
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code: (781) 622-1120

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

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

Title of each class	Outstanding, March 31, 2015
Common Stock, $0.001 par value	16,338,782

TECOGEN INC.

QUARTERLY REPORT ON FORM 10-Q
FOR THE PERIOD ENDED MARCH 31, 2015
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References in this Form 10-Q to "we", "us", "our"', the "Company" and "Tecogen" refers to Tecogen Inc. and its consolidated subsidiary, unless otherwise noted.

TECOGEN INC.

PART I - FINANCIAL INFORMATION
Item 1 - Financial Statements
CONDENSED CONSOLIDATED BALANCE SHEETS
As of March 31, 2015 and December 31, 2014
(unaudited)

	March 31, 2015	December 31, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	$1,983,983	$1,186,033
Short-term investments, restricted	586,055	585,702
Accounts receivable, net	5,410,044	4,750,437
Unbilled revenue	850,817	696,912
Inventory, net	3,756,152	4,090,221
Due from related party	272,408	600,251
Deferred financing costs	50,201	50,201
Prepaid and other current assets	402,031	348,868
Total current assets	13,311,691	12,308,625
Property, plant and equipment, net	627,400	658,421
Intangible assets, net	1,035,254	1,011,300
Goodwill	40,870	40,870
Deferred financing costs, net of current portion	36,607	48,990
Other assets	53,325	53,325
TOTAL ASSETS	$15,105,147	$14,121,531
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$3,097,473	$2,416,313
Accrued expenses	1,278,327	1,008,153
Deferred revenue	743,472	1,666,576
Total current liabilities	5,119,272	5,091,042
Long-term liabilities:		
Deferred revenue, net of current portion	365,133	207,153
Senior convertible promissory note, related party	3,000,000	3,000,000
Total liabilities	8,484,405	8,298,195
Commitments and contingencies (Note 5)		
Stockholders' equity:		
Tecogen Inc. stockholders' equity:		
Common stock, $0.001 par value; 100,000,000 shares authorized; 16,338,782 and 15,905,881 issued and outstanding at March 31, 2015 and December 31, 2014, respectively	16,339	15,906
Additional paid-in capital	26,536,965	25,088,213
Accumulated deficit	(19,572,488)	(18,955,023)
Total Tecogen Inc. stockholders' equity	6,980,816	6,149,096
Noncontrolling interest	(360,074)	(325,760)
Total stockholders' equity	6,620,742	5,823,336
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$15,105,147	$14,121,531

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

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TECOGEN INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
For the three months ended March 31, 2015 and 2014
(unaudited)

	Three months ended March 31,	
	2015	2014
Revenues		
Products	$3,537,875	$1,944,776
Services	2,565,559	2,270,981
Total revenues	6,103,434	4,215,757
Cost of sales		
Products	2,553,638	1,404,439
Services	1,324,821	1,385,092
Total cost of sales	3,878,459	2,789,531
Gross profit	2,224,975	1,426,226
Operating expenses		
General and administrative	2,187,129	1,743,992
Selling	493,674	421,620
Research and development	176,163	308,134
Total operating expenses	2,856,966	2,473,746
Loss from operations	(631,991)	(1,047,520)
Other income (expense)		
Interest and other income	9,103	3,085
Interest expense	(30,059)	(34,770)
Total other expense, net	(20,956)	(31,685)
Consolidated net loss	(652,947)	(1,079,205)
Less: Loss attributable to the noncontrolling interest	35,483	59,160
Net loss attributable to Tecogen Inc.	$(617,464)	$(1,020,045)
Net loss per share - basic and diluted	$(0.04)	$(0.07)
Weighted average shares outstanding - basic and diluted	16,224,642	14,796,413

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

TECOGEN INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
For the three months ended March 31, 2015 and 2014
(unaudited)

	March 30, 2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Consolidated net loss	$(652,947)	$(1,079,205)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	67,239	72,258
Change in provision for allowance on accounts receivable	—	50,600
Recovery for inventory reserve	(40,000)	—
Stock-based compensation	93,254	32,491
Non-cash interest expense	12,383	13,343
Gain on sale of assets	(5,569)	—
Changes in operating assets and liabilities		
(Increase) decrease in:		
Short term investments	(353)	(647)
Accounts receivable	(659,607)	(559,604)
Unbilled revenue	(153,905)	(71,710)
Inventory, net	374,069	(129,464)
Due from related party	327,843	(306,305)
Prepaid expenses and other current assets	(53,163)	(135,875)
Other non-current assets	—	32,000
Increase (decrease) in:		
Accounts payable	681,160	(474,002)
Accrued expenses	270,174	267,898
Deferred revenue	(765,124)	452,490
Due to related party	—	(119,667)
Interest payable, related party	—	(198,450)
Net cash used in operating activities	(504,546)	(2,153,849)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(12,935)	(55,964)
Proceeds from sale of assets	5,569	—
Purchases of intangible assets	(47,237)	(36,422)
Purchases of short-term investments, restricted	—	(583,073)
Net cash used in investing activities	(54,603)	(675,459)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds (payments) on demand notes payable and line of credit to related party	—	(2,950,000)
Proceeds from sale of restricted common stock, net	996,874	6,300
Proceeds from the exercise of stock options	360,225	6,000
Net cash provided by (used in) financing activities	1,357,099	(2,937,700)
Net increase (decrease) in cash and cash equivalents	797,950	(5,767,008)
Cash and cash equivalents, beginning of the period	1,186,033	7,713,899
Cash and cash equivalents, end of the period	$1,983,983	$1,946,891
Supplemental disclosures of cash flows information:		
Cash paid for interest	$30,059	$233,220

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

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TECOGEN INC.
Notes to Interim Unaudited Condensed Consolidated Financial Statements for the three March 31, 2015 and 2014

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

Description of business

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

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions for Form 10-Q and therefore do not include all information and notes necessary for a complete presentation of our financial position, results of operations and cash flows, in conformity with generally accepted accounting principles. We filed audited financial statements which included all information and notes necessary for such presentation for the two years ended December 31, 2014 in conjunction with our 2014 Annual Report on Form 10-K, or our Annual Report, filed with the Securities and Exchange Commission, or SEC, on March 24, 2015. This form 10-Q should be read in conjunction with our Annual Report.

The accompanying unaudited condensed consolidated balance sheets, statements of operations and statements of cash flows reflect all adjustments (consisting only of normal recurring items) which are, in the opinion of management, necessary for a fair presentation of financial position at March 31, 2015, and of operations and cash flows for the interim periods ended March 31, 2015 and 2014. The results of operations for the interim periods ended March 31, 2015 are not necessarily indicative of the results to be expected for the year.

The accompanying condensed consolidated financial statements include the accounts of the Company and its 65.0% owned subsidiary Ilios Inc. or Ilios, whose business focus is on advanced heating systems for commercial and industrial applications. With the inclusion of unvested restricted stock awards, the Company owns 63.7% of Ilios. Non controlling interest in the accompanying consolidated balance sheets represents the ownership of minority investors of Ilios.

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

Use of Estimates

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

Revenue Recognition

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

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

normal billing and credit terms are granted. For the three months ended March 31, 2015 and 2014 no revenues were recorded as bill and hold transactions.
For those arrangements that include multiple deliverables, the Company first determines whether each service or deliverable meets the separation criteria of FASB ASC 605-25, Revenue Recognition—Multiple-Element Arrangements. In general, a deliverable (or a group of deliverables) meets the separation criteria if the deliverable has stand-alone value to the customer and if the arrangement includes a general right of return related to the delivered item and delivery or performance of the undelivered item(s) is considered probable and substantially in control of the Company. Each deliverable that meets the separation criteria is considered a separate ‘‘unit of accounting”. The Company allocates the total arrangement consideration to each unit of accounting using the relative fair value method. The amount of arrangement consideration that is allocated to a delivered unit of accounting is limited to the amount that is not contingent upon the delivery of another unit of accounting.

TECOGEN INC.
Notes to Interim Unaudited Condensed Consolidated Financial Statements for the three March 31, 2015 and 2014

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

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

In some cases, our customers may choose to have the Company engineer and install the system for them rather than simply purchase the cogeneration and/or chiller units. In this case, the Company accounts for revenue, or turnkey revenue, and costs using the percentage-of-completion method of accounting. Under the percentage-of-completion method of accounting, revenues are recognized by applying percentages of completion to the total estimated revenues for the respective contracts. Costs are recognized as incurred. The percentages of completion are determined by relating the actual cost of work performed to date to the current estimated total cost at completion of the respective contracts. When the estimate on a contract indicates a loss, the Company’s policy is to record the entire expected loss, regardless of the percentage of completion. During the three months ended March 31, 2015 and 2014, a loss of approximately $0 and $217,000 was recorded, respectively. The excess of contract costs and profit recognized to date on the percentage-of-completion accounting method in excess of billings is recorded as unbilled revenue. Billings in excess of related costs and estimated profit is recorded as deferred revenue.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. An allowance for doubtful accounts is provided for those accounts receivable considered to be uncollectible based upon historical experience and management’s evaluation of outstanding accounts receivable at the end of the year. Bad debts are written off against the allowance when identified. At March 31, 2015 and December 31, 2014 the allowance for doubtful accounts was $50,000.

Inventory

Raw materials, work in process, and finished goods inventories are stated at the lower of cost, as determined by the average cost method, or net realizable value. The Company periodically reviews inventory quantities on hand for excess and/or obsolete inventory based primarily on historical usage, as well as based on estimated forecast of product demand. Any reserves that result from this review are charged to cost of sales. At March 31, 2015 and December 31, 2014, inventory reserves were $260,000 and $300,000.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Depreciation is provided using the straight-line method over the estimated useful lives of the asset, which range from three to fifteen years. Leasehold improvements are amortized using the straight-line method over the lesser of the estimated useful lives of the assets or the term of the related leases. Expenditures for maintenance and repairs are expensed currently, while renewals and betterments that materially extend the life of an asset are capitalized. For the three months ended March 31, 2015 and 2014, depreciation expense was $43,956 and $60,161, respectively.

Intangible Assets

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

Goodwill

The Company tests its recorded goodwill for impairment in the fourth quarter, or more often if indicators of potential impairment exist, by determining if the carrying value of the Company's single reporting unit exceeds its estimated fair value. During the first three months of 2015 the Company determined that no interim impairment test was necessary.

Off Balance Sheet Arrangements

On July 22, 2013, John Hatsopoulos, the Company’s Co-Chief Executive Officer personally pledged to support a bank credit facility of $1,055,000 to support bank guarantees issued on certain construction contracts. This pledge was renewed on July 22, 2014, and with an expiration date of July 22, 2015. On April 10, 2015, the performance obligation tied to this bond was relieved and the credit facility was canceled.

TECOGEN INC.
Notes to Interim Unaudited Condensed Consolidated Financial Statements for the three March 31, 2015 and 2014

Stock-Based Compensation

Stock-based compensation cost is measured at the grant date based on the estimated fair value of the award and is recognized as an expense in the consolidated statements of operations over the requisite service period. The fair value of stock options granted is estimated using the Black-Scholes option pricing valuation model. The Company recognizes compensation on a straight-line basis for each separately vesting portion of the option award. The determination of the fair value of share-based payment awards is affected by the Company's stock price. The Company uses the simplified method for awards of stock-based compensation since it does not have the necessary historical exercise and forfeiture data to determine an expected life for stock options. (see "Note 4 – Stock-based compensation".)

Revenues by Product

The following table summarizes net revenue by product line and services for the three months ended March 31, 2015 and 2014:

	Three months ended March 31,	
	2015	2014
Products		
Cogeneration	$2,571,928	$1,154,269
Chiller	965,947	790,507
Total Product Revenue	3,537,875	1,944,776
Services		
Service contracts	1,872,366	1,772,981
Installations	693,193	498,000
Total Service Revenue	2,565,559	2,270,981
Total Revenue	$6,103,434	$4,215,757

Reclassification

Certain prior period balances have been reclassified to conform with current period presentation. As a result, installation revenue is broken out in the schedule of net revenue by product line and services above; in the prior period this revenue was included in services. Research and development expense is separated from general and administrative expense for this interim report.

Note 2 – Loss per common share

All shares issuable for both periods were anti-dilutive because of the reported net loss. Basic and diluted loss per share for the three months ended March 31, 2015 and 2014, respectively, were as follows:

	Three months ended March 31,	
	2015	2014
Net loss attributable to stockholders	$(617,464)	$(1,020,045)
Weighted average shares outstanding - Basic and diluted	16,224,642	14,796,413
Basic and diluted loss per share	$(0.04)	$(0.07)
Anti-dilutive shares underlying stock options outstanding	1,186,325	1,095,250
Anti-dilutive convertible debentures	555,556	75,806

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

On December 23, 2013, the Company entered into a Senior Convertible Promissory Note or the Note, with Michaelson Capital Special Finance Fund LP or Michaelson, for the principal amount of $3,000,000 with interest at 4% per annum for a term of three years. In the event of default such interest rate shall accrue at 8% after the occurrence of the event of default and during continuance plus 2% after the occurrence and during the continuance of any other event of default. The Note is a senior unsecured obligation which pays interest only on a monthly basis in arrears at a rate of 4% per annum, unless earlier converted in accordance with the terms of the agreement prior to such date. The principal amount, if not converted, is due on the third anniversary of the Note, December 31, 2016. The Note is senior in right of payment to any unsecured indebtedness that is expressly subordinated in right of payment to the Note.

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TECOGEN INC.
Notes to Interim Unaudited Condensed Consolidated Financial Statements for the three March 31, 2015 and 2014

The principal balance of the Note, together with any unpaid interest, is convertible into shares of the Company's common stock at 185.19 shares of the Company's common stock per $1,000 principal amount of Note (equivalent to a conversion price of $5.40 per share) at the option of Michaelson. If at any time the common stock of the Company is (1) trading on a national securities exchange, (2) qualifies for unrestricted resale under federal securities laws and (3) the arithmetic average of the volume weighted average price of the Common Stock for the twenty consecutive trading days preceding the Company's notice of mandatory conversion exceeds $150,000, the Company shall have the right to require conversion of all of the then outstanding principal balance together with unpaid interest of this Note into the Company's common stock based on the conversion price of $5.40 per share. The Company may prepay all of the outstanding principal and interest due and payable under this Note in full, at any time prior to the maturity date for an amount equal to 120% of the then outstanding principal and interest due and payable as of the date of such prepayment.

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

Debt issuance costs of $147,577 are being amortized to interest expense over the term of the Note using the effective interest method. At December 31, 2014 and March 31, 2015, there were 555,556 shares of common stock issuable upon conversion of the Company’s outstanding convertible debentures.

Note 4 - Stock-based compensation

Stock-Based Compensation

In 2006, the Company adopted the 2006 Stock Option and Incentive Plan or the Plan, under which the Board of Directors may grant incentive or non-qualified stock options and stock grants to key employees, directors, advisors and consultants of the Company. The Plan was amended at various dates by the Board of Directors to increase the reserved shares of common stock issuable under the Plan to 3,838,750 as of March 31, 2015, or the Amended Plan. Stock options vest based upon the terms within the individual option grants, with an acceleration of the unvested portion of such options upon a change in control event, as defined in the Amended Plan. The options are not transferable except by will or domestic relations order. The option price per share under the Amended Plan cannot be less than the fair market value of the underlying shares on the date of the grant. The number of shares remaining available for future issuance under the Amended Plan as of March 31, 2015 was 1,748,783.

Stock option activity for the three months ended March 31, 2015 was as follows:

Common Stock Options	Number of Options	Exercise Price Per Share	Weighted Average Exercise Price	Weighted Average Remaining Life	Aggregate Intrinsic Value
Outstanding, December 31, 2014	1,356,325	$1.20-$5.39	$2.77	5.12 years	$3,618,935
Granted	—		—	—	—
Exercised	(222,375)	$1.20-$2.60	1.62	—	—
Canceled and forfeited	(13,150)	$2.60-$4.50	3.15	—	—
Expired	—	—	—	—	—
Outstanding, March 31, 2015	1,120,800	$1.20-$5.39	$2.99	6.20 years	$2,330,359
Exercisable, March 31, 2015	759,144		$2.21		$2,171,496
Vested and expected to vest, March 31, 2015	1,120,800		$2.99		$2,330,359

Stock-Based Compensation - Ilios

In 2009, Ilios adopted the 2009 Stock Incentive Plan, or the 2009 Plan, under which the Board of Directors may grant incentive or non-qualified stock options and stock grants to key employees, directors, advisors and consultants of the

Company. The maximum number of shares allowable for issuance under the 2009 Plan is 2,000,000 shares of common stock. The 2009 Plan has 1,325,000 available for grant as of March 31, 2015. There were no grants during 2015 to date. Stock options vest based upon the terms within the individual option grants, with an acceleration of the unvested portion of such options upon a change in control event, as defined in the Plan.

Consolidated stock-based compensation expense for the three months ended March 31, 2015 and 2014 was $93,254 and $32,491, respectively. No tax benefit was recognized related to the stock-based compensation recorded during the periods.

TECOGEN INC.
Notes to Interim Unaudited Condensed Consolidated Financial Statements for the three March 31, 2015 and 2014

Note 5 – Commitments and contingencies

Letters of Credit

A letter of credit of $583,073, the original value of the short term investment prior to an increase from interest income of $2,982, was outstanding under a revolving bank credit facility needed to collateralize a performance bond on a certain installation project. In addition, approximately $1,055,000 in a letter of credit was required to collateralize performance bonds on several installation projects. This letter of credit is collateralized by an account owned by John N. Hatsopoulos and on April 10, 2015, the collateral requirements of performance bond were lowered and the letter of credit was canceled. A performance bond has been furnished on projects, and would be drawn upon only in the event that Tecogen fails to complete the project in accordance with the contract.

Note 6 – Related party transactions

The Company has two affiliated companies, namely American DG Energy Inc., or American DG Energy, and EuroSite Power Inc. These companies are affiliates because several of the major stockholders of those companies, have a significant ownership position in the Company. Neither of American DG Energy or EuroSite Power own any shares of the Company, and the Company does not own any shares of American DG Energy or EuroSite Power.

On December 23, 2013, the Company entered into a Senior Convertible Promissory Note (the "Note") with Michaelson Capital Special Finance Fund LP, ("Michaelson"). Details of these transaction can be found in Note 3.

The Company provides office space and certain utilities to American DG Energy based on a monthly rate set at the beginning of each year. This sublease was signed for a one year period, beginning on July 1, 2014. In addition, the Company pays certain operating expenses, including benefits and insurance, on behalf of American DG Energy. The Company is reimbursed for these costs.

Note 7 - Intangible assets other than goodwill

As of December 31, 2014 and March 31, 2015 the Company has the following amounts related to intangible assets:

	Product Certifications	Patents	Developed Technology	Total
Balance at December 31, 2014				
Intangible assets	$ 475,344	$ 514,930	$ 240,000	$ 1,230,274
Less - accumulated amortization	(128,732)	(62,242)	(28,000)	(218,974)
	$ 346,612	$ 452,688	$ 212,000	$ 1,011,300
Balance at March 31, 2015				
Intangible assets	$ 487,176	$ 550,335	240,000	$ 1,277,511
Less - accumulated amortization	(140,811)	(69,446)	(32,000)	(242,257)
	$ 346,365	$ 480,889	$ 208,000	$ 1,035,254

The aggregate amortization expense of the Company's intangible assets for the three months ended March 31, 2015 and 2014 was $23,283 and $19,972, respectively.

Note 8 – Subsequent events

On April 10, 2015, the collateral requirements of performance and payment bond were lowered and the letter of credit guaranteed by the personal assets of Co-CEO John N Hatsopoulos was canceled.

The Company has evaluated subsequent events through the date of this report and determined that no additional subsequent events occurred that would require recognition in the consolidated financial statements or disclosure in the notes thereto.

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

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

Overview

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

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

Results of Operations

Revenues

Revenues in the first quarter of 2015 were $6,103,434 compared to $4,215,757 for the same period in 2014, an increase of $1,887,677 or 44.8%. Product revenues in the first quarter of 2015 were $3,537,875 compared to $1,944,776 for the same period in 2014, an increase of $1,593,099 or 81.9%. This increase was the aggregate of an increase in cogeneration sales of $1,417,659 and an increase in chiller sales of $175,440. Service revenues in the first quarter of 2015 were $2,565,559 compared to $2,270,981 for the same period in 2014, an increase of $294,578 or 13.0%. This increase is the due to an increase in installation activity of $195,193 and an increase of $99,385 by the service contracts.

Cost of Sales

Cost of sales in the first quarter of 2015 was $3,878,459 compared to $2,789,531 for the same period in 2014 an increase of $1,088,928, or 39.0%. During the first quarter of 2015 our overall gross profit margin was 36.5% compared to 33.8% for the same period in 2014, an increase of 8.0%. Management expects growth in sales volume and the increasing number of turnkey projects to continue to improve gross margins going forward.

Operating Expenses

General and administrative expenses consist of executive staff, accounting and legal expenses, office space, general insurance and other administrative expenses. General and administrative expenses in the first quarter ending March 31, 2015 were $2,187,129 compared to $1,743,992 for the same period in 2014, an increase of $443,137 or 25.4%. This increase was due to an overall increase in expenses related to the transition to being a public company. These items include larger administrative staff, listing fees, higher insurance expense and technology.

Selling expenses consist of sales staff, commissions, marketing, travel and other selling related expenses. Selling expenses for the first quarter of 2015 were $493,674 compared to $421,620 for the same period in 2014, an increase of

$72,054 or 17.1%. The majority of the increase in expense was due to an increase in commissions directly related to the increased revenues.

Research and development expenses consist of engineering and technical staff, materials, outside consulting and other related expenses. Research and development expenses in the first quarter ending March 31, 2015 were $176,163 compared to $308,134 for the same period in 2014, a decrease of $131,971 or 42.8%. This decrease when compared to last year was due to completion of the heat pump development project as the program migrated to production. Current projects include the emissions control projects utilizing the Company's patents, and an InVerde product improvement program.

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Loss from Operations

Loss from operations for the first quarter of 2015 was $631,991 compared to $1,047,520 for the same period in 2014, a decrease of $415,529. The decrease in the loss was due to continued improvement in gross profit offset by the growth in operating expenses as discussed above.

Other Income (Expense), net

Other expense, net for the three months ended March 31, 2015 was $20,956 compared to $31,685 for the same period in 2014. Other income (expense) includes interest income and other income of $9,103, net of interest expense on notes payable of $30,059 for the first quarter of 2015. For the same period in 2014, interest and other income was $3,085 and interest expense was $34,770. The increase in interest and other income of $6,018 is the result of short-term investments held during the first quarter of 2015 that were not held during the first quarter of 2014.

Provision for Income Taxes

The Company did not record any benefit or provision for income taxes for the three months ended March 31, 2015 and 2014, respectively. As of March 31, 2015 and 2014, the income tax benefits generated from the Company’s net losses have been fully reserved.

Noncontrolling Interest

The noncontrolling interest share in the losses of Ilios was $35,483 for the three months ended March 31, 2015 compared to $59,160 for the same period in 2014, a decrease of $23,677 or 40.0%. The decrease was due to a decrease in the Ilios loss in the first quarter of 2015 as compared to the same period in 2014. Noncontrolling interest ownership percentage as of March 31, 2015 and 2014 was unchanged at 35.0% for both periods.

Net loss

Net loss attributable to Tecogen for the three months ended March 31, 2015 was $617,464 compared to $1,020,045 for the same period in 2014, a decrease of $402,581. The decrease in net loss was the result of the increase in gross profit combined with the increase in operating expenses as described above.

Liquidity and Capital Resources

Consolidated working capital at March 31, 2015 was $8,192,419 compared to $7,217,583 at December 31, 2014, an increase of $974,836. Included in working capital were cash and cash equivalents of $1,983,983 and $586,055 in short-term investments at March 31, 2015, compared to $1,186,033 in cash and cash equivalents and $585,702 in short-term investments at December 31, 2014, an increase of $798,303. The increase in working capital and cash was mainly due to sale of unregistered common stock during the period.

Cash used in operating activities for the three months ended March 31, 2015 was $504,546 compared to $2,153,849 for the same period in 2014. Our accounts receivable balance increased to $5,410,044 at March 31, 2015 compared to $4,750,437 at December 31, 2014, using $659,607 of cash due to timing of billing, shipments, and collections. In addition, amounts due from related parties increased by $327,843 using cash due to timing of billing, shipments and collections. Our inventory decreased to $3,756,152 as of March 31, 2015 compared to $4,090,221 as of December 31, 2014 a decrease of $334,069. Management expects inventory to remain at the level at year end for the foreseeable future.

As of March 31, 2015, the Company's backlog of product and installation projects (and excluding service contracts) was $10.1 million, consisting of $6.3 million of purchase orders received by us and $3.8 million of projects in which the customer's internal approval process is complete, financial resources have been allocated and the customer has made a firm verbal commitment that the order is in the process of execution. Backlog at the beginning of any period is not necessarily indicative of future performance. Our presentation of backlog may differ from other companies in our industry.

Accounts payable increased to $3,097,473 as of March 31, 2015 from $2,416,313 at December 31, 2014, providing $681,160 in cash flow for operations. Accrued expenses increased to $1,278,327 as of March 31, 2015 from $1,008,153 as of December 31, 2014, providing $270,174 of cash for operations. The Company expects accounts payable and accrued expenses to increase into the foreseeable future as operations continue to expand.

During the first three months of 2015 our investing activities used $54,603 of cash and included purchases of property and equipment of $12,935 and expenditures related to intangible assets of $47,237.

During the first three months of 2015 our financing activities included the proceeds from sales of our common stock of $996,874 and proceeds from the exercise of stock options of $360,225. The proceeds were used for general corporate purposes, including research and development.

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TECOGEN INC.

Based on our current operating plan, we believe existing resources, including our line of credit and cash and cash flows from operations, will be sufficient to meet our working capital requirements in the short term. As we continue to grow our business, our cash requirements are expected increase. As a result, we will need to raise additional capital through an equity offering to meet our operating and capital needs for future growth.

Our ability to continue to access capital could be impacted by various factors, including general market conditions and the continuing slowdown in the economy, interest rates, the perception of our potential future earnings and cash distributions, any unwillingness on the part of lenders to make loans to us and any deterioration in the financial position of lenders that might make them unable to meet their obligations to us. If these conditions continue and we cannot raise funds through a public or private debt financing, or an equity offering, our ability to grow our business may be negatively affected and we may need to suspend and significantly reduce our operating costs until market conditions improve.

Significant Accounting Policies and Critical Estimates

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

Seasonality

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

Off-Balance Sheet Arrangements

On July 22, 2013, John Hatsopoulos, the Company's Co-Chief Executive Officer personally pledged to support a bank credit facility of $1,055,000 to support bank guarantees issued on certain construction contracts. On April 10, 2015, the collateral requirements of performance bond were lowered and the letter of credit was canceled. We do not have any other off-balance sheet arrangements, including any outstanding derivative financial instruments, off-balance sheet guarantees, interest rate swap transactions or foreign currency contracts. We do not engage in trading activities involving non-exchange traded contracts.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Management's Evaluation of Disclosure Controls and Procedures:

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

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

Changes in Internal Control over Financial Reporting:

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

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TECOGEN INC.

In connection with the material weaknesses referred to in the foregoing paragraph, we will make changes in our internal controls over financial reporting as soon as the resources become available. As of March 31, 2015, no changes have been made to the Company's process.

PART II - OTHER INFORMATION

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

On January 28, 2015, the Company entered into common stock purchase agreement, or the Common Stock Purchase Agreement, with an accredited investor. Pursuant to the Common Stock Purchase Agreement, the Company sold, and the investor purchased, an aggregate of 210,526 shares of the Company’s common stock, $.001 par value, or the Shares, at a price of $4.75 per share for an aggregate purchase price of $1,000,000, or the Private Placement. The proceeds of the Private Placement will be used for general corporate and working capital purposes.

Item 6. Exhibits

Exhibit No.	Description of Exhibit	
3.1	Amended and Restated Certificate of Incorporation [(a)]	
3.2	Amended and Restated Bylaws [(a)]	
4.1	Specimen Stock Certificate of Tecogen, Inc. [(a)]	
4.2	Form of Restricted Stock Purchase Agreement [(b)]	
4.3	Form of Stock Option Agreement [(a)]	
10.1+	2006 Stock Incentive Plan, as amended and restated on June 30, 2014 [(d)]	
10.8	Second Amendment to Lease between Atlantic-Waltham Investment II, LLC, and Tecogen Inc., dated Jan 16, 2013[(a)]	
10.19[a]	Form of Common Stock Purchase Agreement.	
10.21	Senior Convertible Promissory Note, dated December 23, 2013, by Tecogen Inc. in favor of Michaelson Capital Special Finance Fund LP. [(a)]	
10.24	Facilities and Support Services Agreement between American DG Energy Inc. and Tecogen Inc., dated Aug 8, 2014.[(c)]	
21.1	List of subsidiaries [(a)]	
31.1*	Rule 13a-14(a) Certification of Co-Chief Executive Officer	
31.2*	Rule 13a-14(a) Certification of Co-Chief Executive Officer	
31.3*		The availability of adequate lines of credit and the associated interest rates;

Other financial factors, including cost and availability of materials, tax rates, exchange rates, pension and other employee benefit costs, energy costs, regulatory compliance costs and the cost and availability of insurance;

The uncertainties related to the impact of war and terrorist activities;

Changes in government regulatory requirements and the enactment of new legislation that impacts our obligations; and, The conclusion of pending litigation matters in accordance with our expectation that there will be no material adverse effects.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

For information regarding the Company s market risks, please refer to pages 28 and 29 of the Company s annual report to shareholders for the period ended December 31, 2005.

Item 4. Controls and Procedures

We carried out an evaluation under the supervision and with participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of September 29, 2006 pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended. Based upon that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of the evaluation date.

There have been no changes in our internal controls over financial reporting identified in connection with the evaluation required by Rule 13a-15 under the Securities Exchange Act of 1934, as amended, that occurred during the quarter ended September 29, 2006 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

Our subsidiaries and our holding company are subject, from time to time, to a variety of civil and administrative proceedings arising out of our normal operations, including, without limitation, product liability claims, health, safety and environmental claims and employment-related actions. Among such proceedings are the cases described below.

Beryllium Claims

As of September 29, 2006, our subsidiary, Brush Wellman Inc., was a defendant in 12 proceedings in various state and federal courts brought by plaintiffs alleging that they have contracted, or have been placed at risk of contracting, chronic beryllium disease or other lung conditions as a result of exposure to beryllium. Plaintiffs in beryllium cases seek recovery under negligence and various other legal theories and seek compensatory and punitive damages, in many cases of an unspecified sum. Spouses of some plaintiffs claim loss of consortium.

During the third quarter of 2006, the number of beryllium cases decreased from 14 (involving 56 plaintiffs) as of June 30, 2006 to 12 cases (involving 53 plaintiffs) as of September 29, 2006. During the third quarter, one third-party case (involving two plaintiffs) was settled and dismissed, and one purported class action (involving one named plaintiff) was dismissed.

The 12 pending beryllium cases as of September 29, 2006 fall into two categories: Nine cases involving third-party individual plaintiffs, with 13 individuals (and six spouses who have filed claims as part of their spouse s case and two children who have filed claims as part of their parent s case); and three purported class actions, involving 32 plaintiffs, as discussed more fully below. Claims brought by third-party plaintiffs (typically employees of our customers or contractors) are generally covered by varying levels of insurance.

The first purported class action is Manuel Marin, *et al.*, v. Brush Wellman Inc., filed in Superior Court of California, Los Angeles County, case number BC299055, on July 15, 2003. The named plaintiffs are Manuel Marin, Lisa Marin, Garfield Perry and Susan Perry. The defendants are Brush Wellman, Appanaitis Enterprises, Inc., and Doe Defendants 1 through 100. A First Amended Complaint was filed on September 15, 2004, naming five additional plaintiffs. The five additional named plaintiffs are Robert Thomas, Darnell White, Leonard Joffrion, James Jones and John Kesselring. The plaintiffs allege that they have been sensitized to beryllium while employed at the Boeing Company. The plaintiffs wives claim loss of consortium. The plaintiffs purport to represent two classes of approximately 250 members each, one consisting of workers who worked at Boeing or its predecessors and are beryllium sensitized and the other consisting of their spouses. They have brought claims for negligence, strict liability design defect, strict liability failure to warn, fraudulent concealment, breach of implied warranties, and unfair business practices. The plaintiffs seek injunctive relief, medical monitoring, medical and health care provider reimbursement, attorneys fees and costs, revocation of business license, and compensatory and punitive damages. Messrs. Marin, Perry, Thomas, White, Joffrion, Jones and Kesselring represent current and past employees of Boeing in California; and Ms. Marin and Ms. Perry are spouses. Defendant Appanaitis Enterprises, Inc. was dismissed on May 5, 2005.

The second purported class action is Neal Parker, *et al.*, v. Brush Wellman Inc., filed in Superior Court of Fulton County, State of Georgia, case number 2004CV80827, on January 29, 2004. The case was removed to the U.S. District Court for the Northern District of Georgia, case number 04-CV-606, on May 4, 2004. The named plaintiffs are Neal Parker, Wilbert Carlton, Stephen King, Ray Burns, Deborah Watkins, Leonard Ponder, Barbara King and Patricia Burns. The defendants are Brush Wellman; Schmiede Machine and Tool Corporation; Thyssenkrupp Materials NA Inc., d/b/a Copper and Brass Sales; Axsys Technologies Inc.; Alcoa, Inc.; McCann

Aerospace Machining Corporation; Cobb Tool, Inc.; and Lockheed Martin Corporation. Messrs. Parker, Carlton, King and Burns and Ms. Watkins are current employees of Lockheed. Mr. Ponder is a retired employee, and Ms. King and Ms. Burns and Ms. Watkins are family members. The plaintiffs have brought claims for negligence, strict liability, fraudulent concealment, civil conspiracy and punitive damages. The plaintiffs seek a permanent injunction requiring the defendants to fund a court-supervised medical monitoring program, attorneys fees and punitive damages. On March 29, 2005, the Court entered an order directing plaintiffs to amend their pleading to segregate out those plaintiffs who have endured only subclinical, cellular and subcellular effects from those who have sustained actionable tort injuries, and that following such amendment, the Court will enter an order dismissing the claims asserted by the former subset of claimants,

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dismissing Count I of the Complaint, which sought the creation of a medical monitoring fund; and dismissing the claims against defendant Axsys Technologies Inc. On April 20, 2005, the plaintiffs filed a Substituted Amended Complaint for Damages, contending that each of the eight named plaintiffs and the individuals listed on the attachment to the original Complaint, and each of the putative class members have sustained personal injuries; however, they allege that they identified five individuals whose injuries have manifested themselves such that they have been detected by physical examination and/or laboratory test. On March 10, 2006, the Court entered an order construing Defendants Motion to Enforce the March 29, 2005 Order as a Motion for Summary Judgment and granted summary judgment in the Company s favor; however, the plaintiffs have filed an appeal, and the case is now in the U.S. Court of Appeals for the Eleventh Circuit, case number 06-12243-D.

The third purported class action is George Paz, *et al.* v. Brush Engineered Materials Inc., *et al.*, filed in the U.S. District Court for the Southern District of Mississippi, case number 1:04CV597, on June 30, 2004. The named plaintiffs are George Paz, Barbara Faciane, Joe Lewis, Donald Jones, Ernest Bryan, Gregory Condiff, Karla Condiff, Odie Ladner, Henry Polk, Roy Tootle, William Stewart, Margaret Ann Harris, Judith Lemon, Theresa Ladner and Yolanda Paz. The defendants are Brush Engineered Materials Inc.; Brush Wellman Inc.; Wess-Del Inc.; and the Boeing Company. Plaintiffs seek the establishment of a medical monitoring trust fund as a result of their alleged exposure to products containing beryllium, attorneys fees and expenses, and general and equitable relief. The plaintiffs purport to sue on behalf of a class of present or former Defense Contract Management Administration (DCMA) employees who conducted quality assurance work at Stennis Space Center and the Boeing Company at its facility in Canoga Park, California; present and former employees of Boeing at Stennis; and spouses and children of those individuals. Messrs. Paz and Lewis and Ms. Faciane represent current and former DCMA employees at Stennis. Mr. Jones represents DCMA employees at Canoga Park. Messrs. Bryan, Condiff, Ladner, Polk, Tootle and Stewart and Ms. Condiff represent Boeing employees at Stennis. Ms. Harris, Ms. Lemon, Ms. Ladner and Ms. Paz are family members. We filed a Motion to Dismiss on September 28, 2004, which was granted and judgment was entered on January 11, 2005; however, the plaintiffs filed an appeal. Brush Engineered Materials Inc. was dismissed for lack of personal jurisdiction on the same date, which plaintiffs did not appeal. On April 7, 2006, the U.S. Court of Appeals for the Fifth Circuit, in case number 05-60157, certified the question regarding whether Mississippi has a medical monitoring cause of action to the Mississippi Supreme Court. The case is now in the Supreme Court of Mississippi, case number 2006-FC-00771-SCT.

As reported above, one purported class action has been dismissed. The fourth purported class action was Gary Anthony v. Brush Wellman Inc., *et al.*, filed in the Court of Common Pleas of Philadelphia County, Pennsylvania, case number 01718, on March 3, 2005. The case was removed to the U.S. District Court for the Eastern District of Pennsylvania, case number 05-CV-1202, on March 14, 2005. The only named plaintiff was Gary Anthony. The defendants were Brush Wellman Inc., Gary Kowalski, and Dickinson & Associates Manufacturers Representatives. The plaintiff purported to sue on behalf of a class of current and former employees of the U.S. Gauge facility in Sellersville, Pennsylvania who had ever been exposed to beryllium for a period of at least one month while employed at U.S. Gauge. The plaintiff brought claims for negligence. Plaintiff sought the establishment of a medical monitoring trust fund, cost of publication of approved guidelines and procedures for medical screening and monitoring of the class, attorneys fees and expenses. Plaintiff filed a motion to remand to state court, which the District Court denied on February 14, 2006. On February 28, 2006, plaintiff filed a notice of appeal to the Third Circuit Court of Appeals. On August 15, 2006, the Court of Appeals dismissed plaintiff s appeal as improper. On August 11, 2006, plaintiff filed a Stipulation of Dismissal of the underlying action in the U.S. District Court, which was approved by the Court on August 22, 2006; however, the Court further ordered that the action was dismissed without prejudice for plaintiff to refile.

Other Claims

One of our subsidiaries, Williams Advanced Materials Inc. (WAM) is a party to patent litigation with Target Technology Company, LLC (Target). In first actions filed in April 2003 by WAM against Target in the U.S. District Court, Western District of New York, consolidated under case number 03-CV-0276A (SR), WAM has asked the Court for a judgment declaring certain Target patents as invalid and/or unenforceable and awarding WAM damages in related cases. Target has counterclaimed alleging infringement and seeking a judgment for infringement, an injunction against further infringement and damages for past infringement. On August 3, 2005, the U.S. Court of Appeals for the Federal Circuit, case number 04-1602, affirmed the District Court s decision denying Williams

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motion to enjoin Target from suing and threatening to sue Williams customers. The case reverted for further proceedings to the District Court, which has dismissed, without prejudice to their refiling, all other pending motions. Williams substitute revised supplemental and amended complaint with a proposed stipulated order was re-filed with the court on January 31, 2006, which the court approved on February 2, 2006. Trial is scheduled for February 2007. In September 2004, Target filed a separate action for patent infringement in U.S. District Court, Central District of California, case number SAC04-1083 DOC (MLGx), which action named as defendants, among others, WAM and WAM customers who purchase certain WAM alloys used in the production of DVDs. In the California action, Target alleges that the patent at issue, which is related to the patents at issue in the New York action, protects the use of certain silver alloys to make the semi-reflective layer in DVDs, and that in DVD-9s, a metal film is applied to the semi-reflective layer by a sputtering process, and that raw material for the procedure is called a sputtering target. Target alleges that WAM manufactures and sells sputtering targets made of a silver alloy to DVD manufacturers with knowledge that these targets are used by its customers to manufacture the semi-reflective layer of a DVD-9. In that action, Target seeks judgment that its patent is valid and that it is being infringed by the defendants, an injunction permanently restraining the defendants, damages adequate to compensate plaintiff for the infringement, treble damages and attorneys fees and costs.

On April 17, 2003, the Company filed a complaint in the Court of Common Pleas for Ottawa County, Ohio, case no. 03-CVH-089, seeking a declaration of certain rights under insurance policies issued by Lloyd s of London, certain London Market companies and certain domestic insurers, and damages and breach of contract. On August 30, 2006, the court granted Brush s motion for partial summary judgment in its entirety. The parties then stipulated to the amount of damages and prejudgment interest resulting from those breaches of contract of approximately $7.3 million, subject to reduction if an appellate court modifies or amends the grant of partial summary judgment. The defendants have appealed the grant of partial summary judgment. The parties agreed separately to approximately $0.5 million in damages related to claims not covered by the partial summary judgment order.

Item 6. Exhibits

(a) Exhibits

10.1	Fifth Amendment to Credit Agreement dated September 25, 2006 among Brush Engineered Materials Inc. and other borrowers and JP Morgan Chase Bank N.A. acting for itself and as agent for certain other banking institutions as lenders (filed as Exhibit 99.1 to the Current Report on Form 8-K filed on September 29, 2006), incorporated herein by reference.
10.2	Third Amendment to Precious Metals Agreement dated September 25, 2006 with Bank of America, N.A. (filed as Exhibit 99.1 to the Current Report on Form 8-K filed on September 29, 2006), incorporated herein by reference.
10.3	Trust Agreement between the Company and Fifth Third Bank dated September 25, 2006 relating to the Key Employee Share Option Plan (filed as Exhibit 99.3 to the Current Report on Form 8-K filed on September 29, 2006), incorporated herein by reference.
10.4	Trust Agreement between the Company and Fidelity Investments dated September 26, 2006 for certain deferred compensation plans for non-employee directors (filed as Exhibit 99.4 to the Current Report on Form 8-K filed on September 29, 2006), incorporated hereby by reference.
10.5	Amendment No. 1 (effective January 1, 2007) to the Brush Engineered Materials Inc. 2006 Non-employee Director Equity Plan.
11	Statement regarding computation of per share earnings
31.1	Certification of Chief Executive Officer required by Rule 13a-14(a) or 15d-14(a)
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a) or 15d-14(a)
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Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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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.

BRUSH ENGINEERED MATERIALS INC.
Dated: November 2, 2006
/s/ John D. Grampa
John D. Grampa
Vice President Finance
and Chief Financial Officer

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