

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

FORM 8-K
(Amendment No.1)
CURRENT REPORT

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

Date of Report (Date of earliest event reported): June 16, 2025

CAPSTONE GREEN ENERGY HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-15957
(Commission File Number)

20-1514270
(IRS Employer
Identification No.)

16640 Stagg Street,
Van Nuys, California
(Address of principal executive offices)

91406
(Zip Code)

(818) 734-5300
(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, par value \$0.001 per share	CGEH	OTC Pink

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On June 23, 2025, Capstone Green Energy Holdings, Inc. (the “Company”) announced that the Board of Directors of the Company (the “Board”) appointed Christopher J. Close to serve as a director of the Company, effective June 16, 2025. It is also expected that Mr. Close will be appointed to the Board’s Audit Committee. In connection with the appointment of Mr. Close, the Board expanded the size of the Board to seven members.

Mr. Close (59) has more than 35 years of experience in financial and business management, with experience serving as Chief Financial Officer and in financial planning and analysis, investor relations, M&A, treasury, accounting, HR and IT, with a particular focus in the energy industry. He has served as President of Close Consulting LLC since September 2017, where he has served in interim CFO roles and provides consulting services to business owners of various companies across various industries, including environmental technology, marina management, sports marketing, private philanthropic investment, hospitality technology, and residential solar. Prior to forming Close Consulting, he served as Chief Financial Officer of Noramco, Inc., a global, multi-site manufacturer of opioids and other drug compounds, from 2016 to 2017. He served as Chief Financial Officer at Preferred Sands, Inc., a multi-site manufacturer and distributor of frac sand, from 2012 to 2016. Mr. Close’s career includes experience as an auditor at PricewaterhouseCoopers before progressing into corporate and business unit roles at companies such as ARCO Chemical, Airgas, Exelon Corporation and Constellation Energy. He became a Certified Public Accountant (license inactive) in the State of Pennsylvania and currently holds Federal and State securities licenses (Series 7 & 66) as a registered advisor. Mr. Close holds a Bachelor of Science in Accounting from the University of Delaware, and a Master of Business Administration from Villanova University.

There are no arrangements or understandings between Mr. Close and any other persons pursuant to which he was named as a director of the Company. He does not have any family relationship with any of the Company’s directors or executive officers or any person nominated or chosen by the Company to be a director or executive officer, nor does he have any direct or indirect material interest in any transaction or proposed transaction required to be reported under Item 404(a) of Regulation S-K. Mr. Close will be compensated for his service as director consistent with the compensation of the Company’s other non-executive directors. In connection with his appointment, Mr. Close was granted restricted stock units with a value of \$2,5000 under the Company’s 2023 Equity Incentive Plan, which vest one year from the date of grant.

**Item 7.01 Regulation FD
 Disclosure**

On June 23, 2025, the Company issued a press release announcing the appointment of Mr. Close to the Board. A copy of the press release is furnished with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated June 23, 2025 (furnished herewith).
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

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 GREEN ENERGY HOLDINGS, INC.

Date: June 23, 2025

By: /s/ John J. Juric

Name: John J. Juric
Chief Financial Officer

Capstone Green Energy Appoints Christopher Close to Its Board of Directors

LOS ANGELES, CA / BUSINESS WIRE / June 23, 2025 – Capstone Green Energy Holdings, Inc. (the "Company" or "Capstone") (PINK: CGEH) and Capstone Green Energy, LLC., today announced the appointment of Christopher Close to the Company's Board of Directors, effective June 16, 2025. It is also expected that Mr. Close will be appointed to the Board's Audit Committee. In connection with the appointment of Mr. Close, the Board expanded the size of the Board to seven members.

"We are very excited to welcome Chris to the Capstone Board," said Bob Flexon, Chairman of the Board of Directors of Capstone. "His extensive financial expertise and business acumen will bring a valuable perspective to our journey toward financial health with sustainable excellence as we focus on discipline and long-term value creation that will fuel our growth. Chris's experience will help accelerate Capstone's efforts to drive strategic momentum as we enter our next phase of meaningful transformation of the Company."

Mr. Close brings more than 35 years of senior financial leadership experience, grounded in corporate finance and strategic execution. His background spans financial planning and analysis, investor relations, mergers and acquisitions, treasury, accounting, as well as additional leadership experience in human resources and information technology.

Mr. Close is currently President of Close Consulting LLC, where he advises business owners and private equity portfolio companies on complex financial strategies, operational performance, restructurings, and organizational effectiveness. His prior executive roles include serving as Chief Financial Officer at Noramco, a global pharmaceutical manufacturer, and at Preferred Sands, a leading energy services provider, where he spearheaded transformational financial initiatives across multi-site operations.

Earlier in his career, Mr. Close held senior finance positions at Exelon, Constellation Energy, and Airgas and began his professional journey as an auditor at PricewaterhouseCoopers. He holds Series 7 and 66 securities licenses and earned an MBA from Villanova University and a bachelor's degree in accounting from the University of Delaware.

"I'm honored to join Capstone's Board at such a pivotal point in the Company's journey," said Chris Close, Capstone's newest Board Member. "Capstone's core values and vision closely align with my own, particularly the focus on financial discipline, operational excellence, and sustainable growth. I look forward to working with the leadership team and my fellow directors to help accelerate the Company's strategic growth and deliver meaningful value for stockholders."

"We're pleased to welcome Chris to the Board," added Robert Powelson, Chair of the Governance & Sustainability Committee. "Following a thorough selection process, we identified Chris as a strong fit based on his financial background, operational leadership, and strategic insight. His addition strengthens the Board's capabilities as we work to enhance execution and build a more resilient and focused organization."

About Capstone Green Energy

For almost four decades, **Capstone Green Energy** has been at the forefront of clean technology using microturbines and revolutionizing how businesses manage their energy supply on a sustainable basis. In partnership with our worldwide team of dedicated distributors, we have shipped over 10,000 units to 83 countries, lowering our clients' carbon footprint with highly efficient on-site energy systems and microgrid solutions.

Today, our commitment to a cleaner future is unwavering. We offer customers a range of microturbine products ranging from 65kW to multiple MW's for the commercial, industrial, and utility-scale spaces uniquely tailored to their specific needs. Capstone's solutions portfolio not only showcases our core clean technology microturbines but also includes flexible Energy-as-a-Service (EaaS) offerings, including build, own, and operate models, as well as rental services.

Capstone's fast, turnkey power rental solutions are intended to address customers with limited capital or short-term needs; for more information, contact rentals@CGRNenergy.com.

In our pursuit of cutting-edge solutions, we've forged strategic partnerships to extend our impact. Through these collaborations, we proudly offer solutions that utilize renewable gas products and heat recovery solutions. These solutions greatly enhance the sustainability and efficiency of our client's operations while contributing to a cleaner and more responsible sustainable energy landscape.

For more information about the Company, please visit www.CapstoneGreenEnergy.com. Follow Capstone Green Energy on [Twitter](#), [LinkedIn](#), [Instagram](#), [Facebook](#), and [YouTube](#).

Cautionary Notes

This release contains forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. The Company has tried to identify these forward-looking statements by using words such as "expect," "anticipate," "believe," "could," "should," "estimate," "intend," "may," "will," "plan," "goal" and similar terms and phrases, but such words, terms and phrases are not the exclusive means of identifying such statements. Actual results, performance and achievements could differ materially from those expressed in, or implied by, these forward-looking statements due to a variety of risks, uncertainties and other factors, including, but not limited to, the following: the Company's liquidity position and ability to access capital; the Company's ability to continue as a going concern; the Company's ability to successfully remediate the material weaknesses in internal control over financial reporting; the Company's ability to realize the anticipated benefits of its financial restructuring; the Company's ability to comply with the restrictions imposed by covenants contained in the exit financing and the new subsidiary limited liability company agreement; the uncertainty associated with the imposition of tariffs and trade barriers and changes in trade policies; employee attrition and the Company's ability to retain senior management and other key personnel; the Company's ability to develop new products and enhance existing products; product quality issues, including the adequacy of reserves therefor and warranty cost exposure; intense competition; financial performance of the oil and natural gas industry and other general business, industry and economic conditions; the impact of litigation

and regulatory proceedings; the potential material adverse effect on the price of the Company's common stock and stockholder lawsuits. For a detailed discussion of factors that could affect the Company's future operating results, please see the Company's filings with the Securities and Exchange Commission, including the risk factors contained in our most recent Annual Report on Form 10-K. Except as expressly required by the federal securities laws, the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, changed circumstances or future events or for any other reason.

CONTACT:

Capstone Green Energy

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