UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2013

or

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

For the transition period from to

Commission File Number: 001-15957

Capstone Turbine Corporation

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**95-4180883** (I.R.S. Employer Identification No.)
21211 Nordhoff Street, Chatsworth, California (Address of principal executive offices)	**91311** (Zip Code)

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

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

Indicate by check mark whether the registrant 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☒
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

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

The number of shares outstanding of the registrant's common stock as of October 31, 2013 was 309,922,737.

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PART I — FINANCIAL INFORMATION

Item 1. ***Financial Statements***

CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share amounts)
(Unaudited)

	September 30, 2013	March 31, 2013
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 28,267	$ 38,817
Accounts receivable, net of allowance for doubtful accounts of $2,382 at September 30, 2013 and $2,142 at March 31, 2013	18,402	17,941

Inventories	20,830	18,513
Prepaid expenses and other current assets	2,456	2,588
Total current assets	69,955	77,859
Property, plant and equipment, net	3,177	3,543
Non-current portion of inventories	2,980	3,252
Intangible assets, net	2,043	2,313
Other assets	313	371
Total	$ 78,468	$ 87,338

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:		
Accounts payable and accrued expenses	$ 26,777	$ 24,121
Accrued salaries and wages	1,903	1,721
Accrued warranty reserve	2,382	2,299
Deferred revenue	2,909	3,089
Revolving credit facility	11,796	13,476
Current portion of notes payable and capital lease obligations	131	361
Warrant liability	—	10
Total current liabilities	45,898	45,077
Long-term portion of notes payable and capital lease obligations	185	233
Other long-term liabilities	112	142
Commitments and contingencies (Note 15)		
Stockholders' Equity:		
Preferred stock, $.001 par value; 10,000,000 shares authorized; none issued	—	—
Common stock, $.001 par value; 515,000,000 shares authorized, 306,341,011 shares issued and 305,197,737 shares outstanding at September 30, 2013; 305,661,276 shares issued and 304,622,573 shares outstanding at March 31, 2013	306	306
Additional paid-in capital	797,958	796,767
Accumulated deficit	(764,661)	(753,975)
Treasury stock, at cost; 1,143,274 shares at September 30, 2013 and 1,038,703 shares at March 31, 2013	(1,330)	(1,212)
Total stockholders' equity	32,273	41,886
Total	$ 78,468	$ 87,338

See accompanying notes to condensed consolidated financial statements.

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CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)
(Unaudited)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2013	2012	2013	2012
Revenue	$ 35,291	$ 30,118	$ 59,664	$ 58,930
Cost of goods sold	30,399	27,512	51,449	54,155
Gross margin	4,892	2,606	8,215	4,775
Operating expenses:				
Research and development	1,956	2,413	4,291	4,617
Selling, general and administrative	6,641	6,428	14,209	13,876
Total operating expenses	8,597	8,841	18,500	18,493
Loss from operations	(3,705)	(6,235)	(10,285)	(13,718)
Other (expense) income	(6)	4	(20)	26
Interest expense	(176)	(128)	(362)	(319)
Change in fair value of warrant liability	10	302	10	451
Loss before income taxes	(3,877)	(6,057)	(10,657)	(13,560)
Provision for income taxes	11	124	29	396
Net loss	$ (3,888)	$ (6,181)	$ (10,686)	$ (13,956)
Net loss per common share—basic and diluted	$ (0.01)	$ (0.02)	$ (0.04)	$ (0.05)
Weighted average shares used to calculate net loss per common share	304,990	300,254	304,856	299,846

See accompanying notes to condensed consolidated financial statements.

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CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Six Months Ended September 30, 2013	Six Months Ended September 30, 2012
Cash Flows from Operating Activities:		
Net loss	$ (10,686)	$ (13,956)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,261	1,474
Amortization of deferred financing costs	112	37
Provision for allowance for doubtful accounts	119	566
Inventory provision	572	634
Provision for warranty expenses	2,394	3,298
Loss on disposal of equipment	—	2
Stock-based compensation	1,184	696
Change in fair value of warrant liability	(10)	(451)
Changes in operating assets and liabilities:		
Accounts receivable	(580)	2,864
Inventories	(2,617)	(3,314)
Prepaid expenses and other current assets	67	236
Accounts payable and accrued expenses	2,624	883
Accrued salaries and wages and long term liabilities	152	(103)
Accrued warranty reserve	(2,311)	(2,462)
Deferred revenue	(180)	17
Net cash used in operating activities	(7,899)	(9,579)
Cash Flows from Investing Activities:		
Expenditures for property and equipment	(582)	(653)
Net cash used in investing activities	(582)	(653)
Cash Flows from Financing Activities:		
Net (repayments of) proceeds from revolving credit facility	(1,680)	1,509
Repayment of notes payable and capital lease obligations	(278)	(242)
Net cash used in employee stock-based transactions	(111)	(30)
Proceeds from exercise of common stock warrants	—	4,260
Net cash (used in) provided by financing activities	(2,069)	5,497
Net decrease in Cash and Cash Equivalents	(10,550)	(4,735)
Cash and Cash Equivalents, Beginning of Period	38,817	49,952
Cash and Cash Equivalents, End of Period	$ 28,267	$ 45,217
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the period for:		
Interest	$ 262	$ 292
Income taxes	$ 80	$ 396
Supplemental Disclosures of Non-Cash Information:		

Included in accounts payable at September 30, 2013 and 2012, is $58 thousand and $32 thousand of accrued purchases of property and equipment, respectively.

See accompanying notes to condensed consolidated financial statements.

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CAPSTONE TURBINE CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Business and Organization

Capstone Turbine Corporation ("Capstone" or the "Company") develops, manufactures, markets and services microturbine technology solutions for use in stationary distributed power generation applications, including cogeneration (combined heat and power ("CHP"), integrated combined heat and power ("ICHP"), and combined cooling, heat and power ("CCHP")), renewable energy, natural resources and critical power supply. In addition, the Company's microturbines can be used as battery charging generators for hybrid electric vehicle applications. The Company was organized in 1988 and has been producing its microturbine generators commercially since 1998.

The Company has incurred significant operating losses since its inception. Management anticipates incurring additional losses until the Company can produce sufficient revenue to cover its operating costs. To date, the Company has funded its activities primarily through private and public equity offerings.

2. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("generally accepted accounting principles" or "GAAP") for interim financial information and the instructions to Form 10-Q and Regulation S-X promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). They do not include all of the information and footnotes required by GAAP for complete financial statements. The condensed consolidated balance sheet at March 31, 2013 was derived from audited financial statements included in the Company's Annual Report on Form 10-K for the year ended March 31, 2013. In the opinion of management, the interim condensed consolidated financial statements include all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the financial condition, results of operations and cash flows for such periods. Results of operations for any interim period are not necessarily indicative of results for any other interim period or for the full year. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended March 31, 2013. This Quarterly Report on Form 10-Q (this "Form 10-Q") refers to the Company's fiscal years ending March 31 as its "Fiscal" years.

The condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company's loss from operations for the second quarter of Fiscal 2014 and 2013 was $3.7 million and $6.2 million, respectively. Management believes the Company's net loss from operations will continue to decrease as the Company makes overall progress on its path to profitability. The Company's cash and cash equivalents as of September 30, 2013 and March 31, 2013 were $28.3 million and $38.8 million, respectively.

Management believes that existing cash and cash equivalents are sufficient to meet the Company's anticipated cash needs for working capital and capital expenditures for at least the next twelve months; however, if our anticipated cash needs change, it is possible that the Company may need to raise additional capital. The Company may seek to raise funds by selling additional securities to the public or to selected investors or by obtaining additional debt financing. There is no assurance that the Company will be able to obtain additional funds on commercially favorable terms or at all. If the Company raises additional funds by issuing additional equity or convertible debt securities, the fully diluted ownership percentages of existing stockholders will be reduced. In addition, any equity or debt securities that the Company would issue may have rights, preferences or privileges senior to those of the holders of its common stock. The Company's Credit and Security Agreements (the "Agreements") with Wells Fargo Bank, National Association ("Wells Fargo") will terminate in accordance with their terms on September 30, 2014. The Company expects to renew the Agreements with Wells Fargo, but there is no assurance that the Agreements will be renewed. Please see Note 11—Revolving Credit Facility for further discussion of the Agreements with Wells Fargo.

The condensed consolidated financial statements include the accounts of the Company, Capstone Turbine Singapore, Pte. Ltd., its wholly owned subsidiary that was formed in February 2011, and Capstone Turbine International, Inc., its wholly owned subsidiary that was formed in June 2004, after elimination of inter-company transactions.

3. Recently Issued Accounting Standards

In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-11, "Income Taxes (Topic 740) — Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists." ASU 2013-11 defines the criteria as to when an unrecognized tax benefit should be presented as a liability and when it should be netted against a deferred tax asset on the face of the balance sheet. ASU 2013-11 is effective for fiscal years beginning after December 15, 2013. The Company does not believe that the adoption of the provisions of ASU 2013-11 will have a material impact on its consolidated financial position or results of operations.

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In February 2013, FASB issued ASU 2013-02, Comprehensive Income (Topic 220), "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income," effective for annual and interim reporting periods beginning after December 15, 2012. The new accounting rules require all U.S. public companies to report the effect of items reclassified out of accumulated other comprehensive income on the respective line items of net income, net of tax, either on the face of the financial statements where net income is presented or in a tabular format in the notes to the financial statements. The Company adopted this updated guidance with no impact on its consolidated financial position or results of operations.

4. Customer Concentrations and Accounts Receivable

Sales to BPC Engineering ("BPC"), one of the Company's Russian distributors, and E-Finity Distributed Generation, LLC ("E-Finity"), one of the Company's domestic distributors, accounted for 29% and 24%, respectively, of revenue for the three months ended September 30, 2013. Sales to Horizon Power Systems ("Horizon"), one of the Company's domestic distributors, accounted for 32% of revenue for the three months ended September 30, 2012. E-Finity, BPC and Horizon accounted for 22%, 18% and 12% of revenue, respectively, for the six months ended September 30, 2013. For the six months ended September 30, 2012, Horizon and BPC accounted for 33% and 14% of revenue, respectively.

Additionally, BPC and E-Finity accounted for 32% and 21%, respectively, of net accounts receivable as of September 30, 2013. BPC and Regatta accounted for 35% and 11%, respectively, of net accounts receivable as of March 31, 2013.

5. Inventories

Inventories are valued at a first in first out ("FIFO") basis and lower of cost or market and consisted of the following as of September 30, 2013 and March 31, 2013 (in thousands):

	September 30, 2013	March 31, 2013
Raw materials	$ 22,241	$ 20,198
Finished goods	1,569	1,567
Total	23,810	21,765
Less non-current portion	(2,980)	(3,252)
Current portion	$ 20,830	$ 18,513

The non-current portion of inventories represents that portion of the inventories in excess of amounts expected to be sold or used in the next twelve months. The non-current inventories are primarily comprised of repair parts for older generation products that are still in operation, but are not technologically compatible with current product configurations. The weighted average age of the non-current portion of inventories on hand as of September 30, 2013 is 1.7 years. The Company expects to use the non-current portion of the inventories on hand as of September 30, 2013, over the periods presented in the following table (in thousands):

Expected Period of Use	Non-current Inventory Balance
13 to 24 months	$ 2,217
25 to 36 months	507
37 to 48 months	256
Total	$ 2,980

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6. Property, Plant and Equipment

The Company recorded depreciation expense of $0.5 million and $1.0 million for the three and six months ended September 30, 2013, respectively. The Company recorded depreciation expense of $0.6 million and $1.2 million for the three and six months ended September 30, 2012, respectively. Property, plant and equipment consisted of the following (in thousands):

	September 30, 2013	March 31, 2013
Machinery, rental equipment, equipment, automobiles and furniture	$ 21,140	$ 20,649
Leasehold improvements	9,717	9,708
Molds and tooling	5,033	4,933
	35,890	35,290
Less accumulated depreciation	(32,713)	(31,747)
Total property, plant and equipment, net	$ 3,177	$ 3,543

7. Intangible Assets

The Company recorded amortization expense of $0.2 million and $0.3 million for the three and six months ended September 30, 2013, respectively. Intangible assets consisted of the following (in thousands):

	September 30, 2013			
	Weighted Average Amortization Period	Intangible Assets, Gross	Accumulated Amortization	Intangible Assets, Net
Manufacturing license	17 years	$ 3,700	$ 3,511	$ 189
Technology	10 years	2,240	821	1,419
Parts and service customer relationships	5 years	1,080	792	288
TA100 customer relationships	2 years	617	617	—
Backlog	Various	490	343	147
Trade name	1.2 years	69	69	—
Total		$ 8,196	$ 6,153	$ 2,043

The Company recorded amortization expense of $0.1 million and $0.3 million for the three and six months ended September 30, 2012, respectively. Intangible assets consisted of the following (in thousands):

		March 31, 2013		
	Weighted Average Amortization Period	Intangible Assets, Gross	Accumulated Amortization	Intangible Assets, Net
Manufacturing license	17 years	$ 3,700	$ 3,487	$ 213
Technology	10 years	2,240	709	1,531
Parts and service customer relationships	5 years	1,080	684	396
TA100 customer relationships	2 years	617	617	—
Backlog	Various	490	317	173
Trade name	1.2 years	69	69	—
Total		$ 8,196	$ 5,883	$ 2,313

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Expected future amortization expense of intangible assets as of September 30, 2013 is as follows:

	Amortization Expense (In thousands)
2014 (remainder of fiscal year)	$ 311
2015	533
2016	273
2017	273
2018	242
Thereafter	411
Total expected future amortization	$ 2,043

The manufacturing license provides the Company with the ability to manufacture recuperator cores previously purchased from Solar Turbines Incorporated ("Solar"). The Company is required to pay a per-unit royalty fee over a seventeen-year period for cores manufactured and sold by the Company using the technology. Royalties of approximately $22,100 and $16,600 were earned by Solar for the three months ended September 30, 2013 and 2012, respectively. Royalties of approximately $47,300 and $32,600 were earned by Solar for the six months ended September 30, 2013 and 2012, respectively. Earned royalties of approximately $22,100 and $24,600 were unpaid as of September 30, 2013 and March 31, 2013, respectively, and are included in accounts payable and accrued expenses in the accompanying consolidated balance sheets.

8. Stock-Based Compensation

The following table summarizes, by statement of operations line item, stock-based compensation expense (in thousands):

	Three Months Ended September 30,		Six Months Ended September 30,	
	2013	2012	2013	2012
Cost of goods sold	$ 8	$ 27	$ 21	$ 53
Research and development	63	73	416	148
Selling, general and administrative	379	258	747	495
Stock-based compensation expense	$ 450	$ 358	$ 1,184	$ 696

Stock Plans

1993 Incentive Stock Plan and 2000 Equity Incentive Plan

In 1993, the Board of Directors adopted and the stockholders approved the 1993 Incentive Stock Plan ("1993 Plan"). A total of 7,800,000 shares of common stock were initially reserved for issuance under the 1993 Plan. In June 2000, the Company adopted the 2000 Equity Incentive Plan ("2000 Plan") as a successor plan to the 1993 Plan. The 2000 Plan provides for awards of up to 11,180,000 shares of common stock plus 7,800,000 shares previously authorized under the 1993 Plan for a total maximum aggregate number of shares which may be issued of 18,980,000 shares.

As of September 30, 2013, the Company had outstanding 3,550,000 non-qualified common stock options issued outside of the 2000 Plan. The Company granted 250,000 of these stock options during the second quarter of Fiscal 2013, 250,000 of these stock options during the first quarter of Fiscal 2012 and 3,050,000 of the options prior to Fiscal 2008 as inducement grants to new officers and employees of the Company, with exercise prices equal to the fair market value of the Company's common stock on the grant date. Included in the 3,550,000 options were 2,000,000 options granted to the Company's President and Chief Executive Officer, 850,000 options granted to the Company's Executive Vice President of Sales and Marketing, 250,000 options granted to the Company's Senior Vice President of Program Management, 250,000 options granted to the Company's Senior Vice President of Customer Service and 200,000 options granted to the Company's Senior Vice President of Human Resources. Additionally, as of September 30, 2013, the Company had outstanding 46,875 restricted stock units issued outside of the 2000 Plan. These restricted stock units were issued during the second quarter of Fiscal 2013 as an inducement grant to the Company's Senior Vice President of Customer Service. Although the options and restricted stock units were not granted under the 2000 Plan, they are governed by terms and conditions identical to those under the 2000 Plan. All options are subject to the following vesting provisions: one-fourth vest one year after the issuance date and 1/48th vest on the first day of each full month thereafter, so that all options will be vested on the first day of the 48th month after the grant date. All outstanding options have a contractual term of ten years. The restricted stock units vest in equal installments over a period of four years.

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

	Shares	Weighted Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Options outstanding at March 31, 2013	11,791,765	$ 1.33		
Granted	1,665,200	0.93		
Exercised	—	—		
Forfeited, cancelled or expired	(100,848)	1.10		
Options outstanding at September 30, 2013	13,356,117	$ 1.29	5.62	$ 1,744,683
Options fully vested at September 30, 2013 and those expected to vest beyond September 30, 2013	13,074,488	$ 1.29	5.54	$ 1,686,707
Options exercisable at September 30, 2013	9,877,196	$ 1.37	4.44	$ 1,118,477

The weighted average per share grant date fair value of options granted during the three months ended September 30, 2013 and 2012 was $1.10 and $1.01, respectively. The weighted average per share grant date fair value of options granted during the six months ended September 30, 2013 and 2012 was $0.93 and $1.01, respectively. There were no options exercised during the three or six months ended September 30, 2013 or 2012. The Company recorded expense of approximately $0.3 million and $0.2 million associated with its stock options during the three months ended September 30, 2013 and 2012, respectively. The Company recorded expense of approximately $0.7 million and $0.4 million associated with its stock options during the six months ended September 30, 2013 and 2012, respectively. As of September 30, 2013, there was approximately $1.9 million of total compensation cost related to unvested stock option awards that is expected to be recognized as expense over a weighted average period of 2.9 years.

The Company calculated the estimated fair value of each stock option granted during the three and six months ended September 30, 2013 on the date of grant using the Black-Scholes option-pricing model and the following weighted-average assumptions:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2013	2012	2013	2012
Risk-free interest rates	1.9%	0.8%	0.9%	0.8%
Expected lives (in years)	5.7	5.7	5.7	5.7
Dividend yield	—%	—%	—%	—%
Expected volatility	76.0%	79.8%	77.3%	79.8%

The Company’s computation of expected volatility for the three and six months ended September 30, 2013 and 2012 was based on historical volatility. The expected life, or term, of options granted is derived from historical exercise behavior and represents the period of time that stock option awards are expected to be outstanding. Management has selected a risk-free rate based on the implied yield available on U.S. Treasury Securities with a maturity equivalent to the options’ expected terms. Stock-based compensation expense is based on awards that are ultimately expected to vest and accordingly, stock-based compensation recognized in the three and six months ended September 30, 2013 and 2012 has been reduced by estimated forfeitures.

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The following table outlines the restricted stock unit activity:

	Shares	Weighted Average Grant-Date Fair Value
Unvested restricted stock units outstanding at March 31, 2013	1,467,096	$ 1.10
Granted	1,245,918	1.06
Vested and issued	(625,485)	1.06

Forfeited	(64,447)		1.09
Unvested restricted stock units outstanding at September 30, 2013	2,023,082	$	1.10
Restricted stock units expected to vest beyond September 30, 2013	1,810,177	$	1.10

The restricted stock units were valued based on the closing price of the Company's common stock on the date of issuance and compensation cost is recorded on a straight-line basis over the vesting period. The related compensation expense recognized has been reduced by estimated forfeitures. The Company's estimate of forfeitures is based on historical forfeitures.

The weighted average per share grant date fair value of restricted stock granted during the three months ended September 30, 2013 and 2012 was approximately $1.13 and $1.01, respectively. The weighted average per share grant date fair value of restricted stock granted during the six months ended September 30, 2013 and 2012 was approximately $1.06 and $1.01, respectively. The total fair value of restricted stock units vested and issued by the Company during the three months ended September 30, 2013 and 2012 was approximately $0.4 million and $44,800, respectively. The total fair value of restricted stock units vested and issued by the Company during the six months ended September 30, 2013 and 2012 was approximately $0.7 million and $0.3 million, respectively. The Company recorded expense of approximately $0.2 million associated with its restricted stock awards and units during each of the three months ended September 30, 2013 and 2012. The Company recorded expense of approximately $0.5 million and $0.3 million associated with its restricted stock awards and units during the six months ended September 30, 2013 and 2012, respectively. As of September 30, 2013, there was approximately $1.7 million of total compensation cost related to unvested restricted stock units that is expected to be recognized as expense over a weighted average period of 2.8 years.

During the three months ended September 30, 2013 and 2012, the Company issued a total of 25,904 and 22,045 shares of stock, respectively, to non-employee directors who elected to take payment of all or any part of the directors' fees in stock in lieu of cash. During the six months ended September 30, 2013 and 2012, the Company issued a total of 48,162 and 44,207 shares of stock, respectively, to non-employee directors who elected to take payment of all or any part of the directors' fees in stock in lieu of cash. The weighted average per share grant date fair value of shares of stock issued during the three months ended September 30, 2013 and 2012 was $1.10 and $1.01, respectively. The weighted average per share grant date fair value of shares of stock issued during the six months ended September 30, 2013 and 2012 was $1.18 and $1.00, respectively.

Stockholder Rights Plan

The Company has entered into a rights agreement (as amended, the "Rights Agreement") with Computershare, Inc. successor in interest to Mellon Investor Services LLC, as rights agent. In connection with the Rights Agreement, the Company's board of directors authorized and declared a dividend distribution of one preferred stock purchase right for each authorized and outstanding share of the Company's common stock. Each right entitles the registered holder to purchase from the Company a unit consisting of one one-hundredth of a share of Series A Junior Participating Preferred Stock, par value $0.001 per share, at a purchase price of $10.00 per unit, subject to adjustment. The description and terms of the rights are set forth in the Rights Agreement. Initially, the rights are attached to all common stock certificates representing shares then outstanding, and no separate rights certificates are distributed. Subject to certain exceptions specified in the Rights Agreement, the rights will separate from the common stock and will be exercisable upon the earlier of (i) 10 days following a public announcement that a person or group of affiliated or associated persons has acquired, or obtained the right to acquire, beneficial ownership of 20% or more of the outstanding shares of common stock, other than as a result of repurchases of stock by the Company or certain inadvertent actions by institutional or certain other stockholders, or (ii) 10 days (or such later date as the Company's Board of Directors shall determine) following the commencement of a tender offer or exchange offer (other than certain permitted offers described in the Rights Agreement) that would result in a person or group beneficially owning 20% or more of the outstanding shares of the Company's common stock. On June 9, 2011, the Company's Board of Directors unanimously approved a second amendment to the Rights Agreement, which was approved by the stockholders in August 2011. The second amendment adds an additional "sunset provision," which provides that the Rights Agreement will expire on the 30th day after the 2014 annual meeting of stockholders unless continuation of the Rights Agreement is approved by the stockholders at that meeting. The second amendment also provides for an update to the definition of "Beneficial Owner" to include derivative interests in the calculation of a stockholder's ownership. In addition, the second amendment clarifies the

manner in which the exchange provision of the Rights Agreement shall be effected. The rights are intended to protect the Company's stockholders in the event of an unfair or coercive offer to acquire the Company. Management believes the rights, however, should not affect any prospective offeror willing to make an offer at a fair price and otherwise in the best interests of the Company and its stockholders, as determined by the Board of Directors. Also, management believes the rights should also not interfere with any merger or other business combination approved by the Board of Directors.

9. Underwritten and Registered Direct Placements of Common Stock

Effective March 5, 2012, the Company completed a registered direct placement in which it sold 22.6 million shares of the Company's common stock, par value $.001 per share, and warrants to purchase 22.6 million shares of common stock with an initial exercise price of $1.55 per share, at a price of $1.11 per unit (the "2012 Warrants"). Each unit consisted of one share of common stock and a warrant to purchase one share of common stock. The 2012 Warrants expire on October 31, 2013. The March 2012 sale resulted in net proceeds of approximately $23.1 million net of direct incremental costs of approximately $1.9 million. In addition, the Company obtained the right to require investors in the offering to purchase up to an aggregate maximum of 19.0 million additional shares of common stock from the Company (the "Put Options") during two option exercise periods, the first such option exercise period beginning September 10, 2012 and the second such option exercise period beginning March 4, 2013. Each Put Option was subject to certain conditions which reduced the number of shares that could be sold or eliminate the Put Option. These conditions included a minimum volume-weighted average price (VWAP) and a minimum average trading volume of the Company's common shares during the 30 trading days prior to the exercise of the Put Option.

On September 18, 2012, the Company entered into an Investor Agreement with one of the investors in the 2012 registered direct offering pursuant to which the investor agreed to (i) waive the condition precedent to the Company's exercise of the Put Option requiring the arithmetic average of the average daily trading volumes during the measurement period set forth in the subscription agreement between the Company and the investor and on the exercise date be not less than 1.75 million shares and (ii) amend the subscription agreement to provide that the purchase price of the additional shares during the first exercise period would be discounted pursuant to a formula that resulted in a purchase price for the first exercise period of $0.94 per share. Additionally, pursuant to the Investor Agreement, the Company agreed to amend the exercise price of the 2012 Warrants originally issued to the Investor to $1.26. The exercise of the first Put Option resulted in net proceeds of $4.2 million. On February 21, 2013, the Company entered into a letter agreement (each a "Letter Agreement" and, collectively, the "Letter Agreements") with each of the investors in the 2012 registered direct offering. Pursuant to the Letter Agreements, the parties evidenced their mutual agreement that the Company would not exercise any portion of the second Put Option. The Company chose not to exercise the second of the two Put Options because of its improved cash position at the time and its desire to avoid stockholder dilution. The 2012 Warrants outstanding as of September 30, 2013 provided for the purchase of 22.6 million shares at a weighted average exercise price of $1.41 per share.

Effective September 23, 2008, the Company completed a registered direct placement in which it sold 21.5 million shares of the Company's common stock, par value $.001 per share, and five-year warrants to purchase 6.4 million shares of common stock with an initial exercise price of $1.92 per share (the "2008 Warrants"), at a price of $14.90 per unit. Each unit consisted of ten shares of common stock and warrants to purchase three shares of common stock. The warrants were immediately exercisable and included certain weighted average anti-dilution provisions, subject to certain limitations. Additionally, the Company had the right, at its option, to accelerate the expiration of the exercise period of the outstanding 2008 Warrants, in whole or from time to time in part, subject to certain limitations. The sale resulted in gross proceeds of approximately $32.0 million and proceeds, net of direct incremental costs, of approximately $29.5 million. During Fiscal 2011, 2008 Warrants to purchase 0.4 million shares were exercised resulting in proceeds of approximately $0.5 million. During Fiscal 2012, 2008 Warrants to purchase 3.6 million shares were exercised resulting in gross proceeds of approximately $3.1 million. An underwritten public offering in February 2010, registered direct placements in March 2012, September 2009 and May 2009 and the exercise of the Put Option described above triggered certain anti-dilution provisions in the 2008 Warrants outstanding prior to each of the offerings. As a result, the number of shares to be received upon exercise and the exercise price of each warrant previously outstanding were adjusted. Effective September 23, 2013, warrants to purchase 4.0 million shares expired and the liability associated with the warrants was reversed. As of March 31, 2013, these warrants were classified as liabilities under the caption "Warrant liability" in the accompanying consolidated balance sheets and recorded at estimated fair value with the corresponding charge under the caption "Change in fair value of warrant liability" in the accompanying statement of operations. See Note 10—Fair Value Measurements for disclosure regarding the fair value of financial instruments.

10. Fair Value Measurements

The FASB has established a framework for measuring fair value using generally accepted accounting principles. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1

measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1. Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2. Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3. Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The table below presents assets and liabilities that are measured at fair value on a recurring basis at September 30, 2013 and are categorized using the fair value hierarchy (in thousands):

	Fair Value Measurements at September 30, 2013			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash Equivalents	$ 16,736	$ 16,736	$ —	$ —

Cash equivalents include cash held in money market and U.S. treasury funds at September 30, 2013.

The table below presents our assets and liabilities that are measured at fair value on a recurring basis during the fiscal year ended March 31, 2013 and are categorized using the fair value hierarchy (in thousands):

	Fair Value Measurements at March 31, 2013			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash Equivalents	$ 27,742	$ 27,742	$ —	$ —
Warrant Liability	$ (10)	$ —	$ —	$ (10)

Basis for Valuation

The carrying values reported in the consolidated balance sheets for cash and cash equivalents, accounts receivable and accounts payable approximate fair values because of the immediate or short-term maturities of these financial instruments. As the Company's obligations under the revolving credit facility are based on adjustable market interest rates, the Company has determined that the carrying value approximates the fair value. The carrying values and estimated fair values of these obligations are as follows (in thousands):

	As of September 30, 2013		As of March 31, 2013	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Obligations under the credit facility	$ 11,796	$ 11,796	$ 13,476	$ 13,476

The fair value of the Company's warrant liability recorded in the Company's financial statements is determined using the Monte—Carlo simulation valuation method and the quoted price of the Company's common stock in an active market, a Level 3 measurement. Volatility is based on the actual market activity of the Company's stock. The expected life is based on the remaining contractual term of the warrants and the risk free interest rate is based on the implied yield available on U.S. Treasury Securities with a maturity equivalent to the warrants' expected life. The Company's use of different estimates and assumptions could produce different financial results.

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From time to time, the Company has sold common stock warrants that are derivative instruments. The Company does not enter into speculative derivative agreements and does not enter into derivative agreements for the purpose of hedging risks.

As discussed above, the Company adopted authoritative guidance issued by the FASB on contracts in an entity's own equity that requires the common stock warrants to be classified as liabilities at their estimated fair value with changes in fair value at each reporting date recognized in the statement of operations.

11. Revolving Credit Facility

The Company maintains the Agreements with Wells Fargo, which provide the Company with a line of credit of up to $15.0 million in the aggregate (the "Credit Facility"). The amount actually available to the Company may be less and may vary from time to time depending on, among other factors, the amount of its eligible inventory and accounts receivable. As security for the payment and performance of the Credit Facility, the Company granted a security interest in favor of Wells Fargo in substantially all of the assets of the Company. The Agreements will terminate in accordance with their terms on September 30, 2014 unless terminated sooner.

The Agreements include affirmative covenants as well as negative covenants that prohibit a variety of actions without Wells Fargo's consent, including covenants that limit the Company's ability to (a) incur or guarantee debt, (b) create liens, (c) enter into any merger, recapitalization or similar transaction or purchase all or substantially all of the assets or stock of another entity, (d) pay dividends on, or purchase, acquire, redeem or retire shares of, the Company's capital stock, (e) sell, assign, transfer or otherwise dispose of all or substantially all of the Company's assets, (f) change the Company's accounting method or (g) enter into a different line of business. Furthermore, the Agreements contain financial covenants, including (a) a requirement not to exceed specified levels of losses, (b) a requirement to maintain a substantial minimum monthly cash balance to outstanding line of credit advances based upon the Company's financial performance which was $16.6 million as of September 30, 2013, and (c) limitations on the Company's annual capital expenditures. The Agreements also define an event of default to include a material adverse effect on the Company's business, as determined by Wells Fargo. An event of default for this or any other reason, if not waived, would have a material adverse effect on the Company.

The Company has pledged its accounts receivable, inventories, equipment, patents and other assets as collateral for the Credit Facility, which would be subject to seizure by Wells Fargo if the Company were in default under the Agreements and unable to repay the indebtedness. Wells Fargo also has the option to terminate the Agreements or accelerate the indebtedness during a period of noncompliance. Based on the Company's current forecasts, the Company believes it will maintain compliance with the covenants contained in the amended Agreements for at least the next twelve months. If a covenant violation were to occur, the Company would attempt to negotiate a waiver of compliance from Wells Fargo. On June 7, 2013, the Company entered into an amendment to the Agreements which set the financial covenants for Fiscal 2014. As of September 30, 2013 the Company was in compliance with the covenants contained in the amended Agreements for Fiscal 2014.

The Company is required to maintain a Wells Fargo collection account for cash receipts on all of its accounts receivable. These amounts are immediately applied to reduce the outstanding amount on the Credit Facility. The floating rate for line of credit advances is the sum of daily three month London Inter—Bank Offer Rate ("LIBOR"), which interest rate shall change whenever daily three month LIBOR changes, plus applicable margin. Based on the revolving nature of the Company's borrowings and payments, the Company classifies all outstanding amounts as current liabilities. The applicable margin varies based on net income and the minimum interest floor is set at $66,000 each calendar quarter. The Company's borrowing rate at September 30, 2013 and March 31, 2013 was 4.0% and 5.4%, respectively.

The Company incurred $0.1 million in origination fees in connection with a September 2011 amendment to the Agreements that increased borrowing capacity and extended the maturity date of the Credit Facility. These fees were capitalized and are being amortized to interest expense through September 2014. The Company is also required to pay an annual unused line fee of one-quarter of one percent of the daily average of the maximum line amount and 1.5% interest with respect to each letter of credit issued by Wells Fargo. These amounts, if any, are also recorded as interest expense by the Company. As of September 30, 2013 and March 31, 2013, $11.8 million and $13.5 million in borrowings were outstanding, respectively, under the Credit Facility. Interest expense related to the Credit Facility during the three months ended September 30, 2013 was $0.2 million, which includes $56,000 in amortization of deferred financing costs. Interest expense related to the Credit Facility during the three months ended September 30, 2012 was $0.2 million, which includes $18,300 in amortization of deferred financing costs. Interest expense related to the Credit Facility during the six months ended September 30, 2013 was $0.4 million, which includes $0.1 million in amortization of deferred financing costs. Interest expense related to the Credit Facility during the six months ended September 30, 2012 was $0.4 million, which includes $36,600 in amortization of deferred financing costs.

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12. Accrued Warranty Reserve

The Company provides for the estimated costs of warranties at the time revenue is recognized. The specific terms and conditions of those warranties vary depending upon the product sold, the location of the sale and the length of extended warranties sold. The Company's product warranties generally start from the delivery date and continue for up to eighteen months. Factors that affect the Company's warranty obligation include product failure rates, anticipated hours of product operations and costs of repair or replacement in correcting product failures. These factors are estimates that may change based on new information that becomes available each period. Similarly, the Company also accrues the estimated costs related to addressing reliability repairs on products covered under standard warranty and for products no longer in warranty when, in the Company's judgment, it is prudent to provide such repairs. The Company assesses the adequacy of recorded warranty liabilities quarterly and makes adjustments to the liability as necessary. When the Company has sufficient evidence that product changes are altering the historical failure occurrence rates, the impact of such changes is taken into account in estimating future warranty liabilities.

Changes in accrued warranty reserve during the six months ended September 30, 2013 are as follows (in thousands):

Balance, beginning of the period	$	2,299
Standard warranty provision		1,510
Changes for accrual related to reliability repair programs		884
Deductions for warranty claims		(2,311)
Balance, end of the period	$	2,382

13. Deferred Revenue

Changes in deferred revenue are as follows during the six months ended September 30, 2013 (in thousands):

FPP Balance, beginning of the period	$	1,412
FPP Billings		3,423
FPP Revenue recognized		(3,276)
Balance attributed to FPP contracts		1,559
Deposits		1,350
Deferred revenue balance, end of the period	$	2,909

Comprehensive Factory Protection Plan ("FPP") deferred revenue represents the unearned portion of our agreements. FPP agreements are generally paid quarterly in advance with revenue recognized on a straight line basis over the contract period. Deposits are primarily non-refundable cash payments from distributors for future orders.

14. Other Current Liabilities

In September 2007, the Company entered into a Development and License Agreement (the "Development Agreement") with UTC Power Corporation ("UTCP"), a division of United Technologies Corporation. The Development Agreement engaged UTCP to fund and support the Company's continued development and commercialization of the Company's 200 kilowatt ("C200") microturbine. Pursuant to the terms of the Development Agreement, UTCP contributed $12.0 million in cash and approximately $0.8 million of in-kind services toward the Company's efforts to develop the C200. In return, the Company pays UTCP an ongoing royalty of 10% of the sales price of the C200 sold to customers other than UTCP until the aggregate of UTCP's cash and in-kind services investment has been recovered and, thereafter, the royalty will be reduced to 5% of the sales price. In August 2009, the Development Agreement was assigned by UTCP to Carrier Corporation ("Carrier").

On January 14, 2011, the Company entered into an amendment to the Development Agreement with Carrier that amended the royalty payment from a certain percentage of the sales prices to a predetermined fixed rate for each microturbine system covered by the amendment. The fixed rate royalty was reduced by 50% because the repayment of Carrier's cash and in-kind services investment was completed during the three months ended September 30, 2013. Carrier earned $0.9 million in royalties for C200 and C1000 Series system sales during each of the three months ended September 30, 2013 and 2012. Carrier earned $1.6 million and $1.9 million in royalties for C200 and C1000 system sales during the six months ended September 30, 2013 and 2012, respectively. Earned royalties of $0.9 million and $1.4 million were unpaid as of September 30, 2013 and March 31, 2013, respectively, and are included in accounts payable and accrued expenses in the accompanying consolidated balance sheets.

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15. Commitments and Contingencies

Purchase Commitments

As of September 30, 2013, the Company had firm commitments to purchase inventories of approximately $39.9 million through Fiscal 2015. Certain inventory delivery dates and related payments are not firmly scheduled; therefore, amounts under these firm purchase commitments will be payable upon the receipt of the related inventories.

Lease Commitments

The Company leases offices and manufacturing facilities under various non-cancelable operating leases expiring at various times through the fiscal year ending March 31, 2018. All of the leases require the Company to pay maintenance, insurance and property taxes. The lease agreements for primary office and manufacturing facilities provide for rent escalation over the lease term and renewal options for five-year periods. Rent expense is recognized on a straight-line basis over the term of the lease. The difference between rent expense recorded and the amount paid is credited or charged to deferred rent, which is included in other long-term liabilities in the accompanying balance sheets. The balance of deferred rent was approximately $0.1 million as of September 30, 2013 and March 31, 2013, respectively. Rent expense was approximately $0.6 million and $0.5 million during the three months ended September 30, 2013 and 2012, respectively. Rent expense was approximately $1.1 million during each of the six months ended September 30, 2013 and 2012.

Other Commitments

In September 2010, the Company was awarded a grant from the U.S. Department of Energy ("DOE") for the research, development and testing of a more efficient microturbine CHP system. Part of the improved efficiency will come from an improved microturbine design, with a projected electrical efficiency of 42% and power output of 370 kW. The project is estimated to cost approximately $17.4 million. The DOE will contribute $5.0 million toward the project, and the Company will incur approximately $12.4 million in research and development expense. During the three months ended September 30, 2013 this project was extended until December 2015. The Company billed the DOE under the contract for this project a cumulative amount of $2.9 million through September 30, 2013.

In November 2009, the Company was awarded a grant from the DOE for the research, development and testing of a more fuel flexible microturbine capable of operating on a wider variety of biofuels. The Company billed the DOE under this contract a cumulative amount of $1.4 million through September 30, 2013. The program concluded in August 2013.

The Company has agreements with some of its distributors requiring it to replace stocked parts if the Company renders parts obsolete in inventories the distributors own and hold in support of their obligations to serve fielded microturbines without charge to the distributors. While the Company has never incurred costs or obligations for these types of replacements, it is possible that future changes in the Company's product technology could result and yield costs to the Company if significant amounts of inventory are held by distributors. As of September 30, 2013 and March 31, 2013, no significant inventories were held at distributors.

Legal Matters

From time to time, the Company may become subject to certain legal proceedings, claims and litigation arising in the ordinary course of business. In the opinion of management, the Company is not currently a party to any material legal proceedings, nor is the Company aware of any pending or threatened litigation that would have a material effect on the Company's operating results, cash flows, financial position or results of operations should such litigation be resolved unfavorably.

16. Net Income (Loss) Per Common Share

Basic loss per share of common stock is computed using the weighted average number of common shares outstanding for the period. Diluted loss per share is computed without consideration to potentially dilutive instruments because the Company incurred losses in the three months ended September 30, 2013 which would make these instruments anti-dilutive. As of September 30, 2013 and 2012, the number of anti-dilutive stock options and restricted stock units excluded from diluted net loss per common share computations was approximately 15.4 million and 13.5 million, respectively. As of September 30, 2013 and 2012, the number of warrants excluded from diluted net loss per common share computations was approximately 22. million and 26.5 million, respectively.

17. Subsequent Event

On October 31, 2013, warrants to purchase 4.7 million shares were exercised resulting in proceeds of approximately $6.0 million. See Note 9— Underwritten and Registered Direct Placements of Common Stock for discussion of the 2012 Warrants.

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

The following discussion should be read in conjunction with the condensed consolidated financial statements and notes included in this Form 10-Q and in our Annual Report on Form 10-K for the year ended March 31, 2013. When used in this Form 10-Q, and in the following discussion, the words "believes", "anticipates", "intends", "expects" and similar expressions are intended to identify forward-looking statements. Such statements are subject to certain risks and uncertainties which could cause actual results to differ materially from those projected. These risks include those under Risk Factors in our Annual Report on Form 10-K for Fiscal 2013 and in other reports we file with the SEC. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. All dollar amounts are approximate.

Overview

Capstone is the market leader in microturbines based on the number of microturbines sold. During the second quarter of Fiscal 2014, we decreased our net loss by 37% to $3.9 million and our net loss per share by 50% to $0.01 compared to the same period last year. We continue to remain focused on improving our gross margin. Our gross margin was 14% for the second quarter of Fiscal 2014, which represents an increase of over 500 basis points from our gross margin of 9% for the second quarter of Fiscal 2013. Management believes that our ongoing efforts in manufacturing cost reduction and product robustness were the primary reasons for our gross margin and net loss improvement during the second quarter of Fiscal 2014 compared to the second quarter of the prior year. The first half of Fiscal 2014 was characterized by overall higher sales volume for our microturbine products led by the natural resources vertical market. In addition, the European market is showing signs of improvement with an increase in revenue of 45%, primarily from Russia, compared to the same period last year. During the first half of Fiscal 2014, warranty expense for C200 and C1000 Series systems declined compared to the first half of Fiscal 2013. Management expects per unit warranty rates for C200 and C1000 Series systems to decline during Fiscal 2014 as reliability repair programs are completed and the products mature.

Capstone products continue to gain interest in all five of the major vertical markets (energy efficiency, renewable energy, natural resources, critical power/power security and mobile products). In the energy efficiency market, we continue to expand our market presence in hotels, office buildings, hospitals, retail and industrial applications globally. The renewable energy market continues to be a significant portion of our business as we shipped products around the globe for applications fueled by landfill gas, biodiesel, biogas such as food processing and agricultural waste, referred to as green waste, and cow, pig and chicken manure. Our C1000 Series microturbine continues to drive our near—term business success in the oil and gas and other natural resource markets as we gain product acceptance in U.S. shale plays and Russian oil fields. Our critical power and power security initial installations are performing well, and we continue to focus efforts on gaining market share in this segment. Capstone's mobile products market, which utilizes microturbines for the marine and electric vehicle industry, is gaining interest as liquid natural gas becomes more readily available as a transportation fuel and as emission regulations continue to be tightened on the diesel engine industry.

To support our opportunities to grow in our targeted markets, we continue to enhance the reliability and performance of our products by regularly developing new processes and enhancing training to assist those who apply, install and use our products.

An overview of our direction, targets and key initiatives follows:

1. ***Focus on Vertical Markets*** Within the distributed generation markets that we serve, we focus on vertical markets that we identify as having the greatest near-term potential. In our primary products and applications (energy efficiency, renewable energy, natural resources, critical power supply and mobile products), we identify specific targeted vertical market segments. Within each of these segments, we identify what we believe to be the critical factors to success and base our plans on those factors.

   Energy Efficiency—CHP/CCHP

   Energy efficiency maximizes the use of energy produced by the microturbines, reduces emissions compared with traditional power generation and enhances the economic advantage to customers. Energy efficiency applications use both the heat and electric energy produced in the power generation process. Using the heat and electricity created from a single combustion process increases the efficiency of the system from approximately 30% to 75% or more. The increased operating efficiency reduces overall greenhouse gas emissions compared with traditional independent sources such as power generation and local thermal generation and, through displacement of other separate systems, can reduce variable production costs.

   Renewable Energy

Our microturbines can use renewable methane gases from landfills, wastewater treatment facilities and other biogas applications such as food processing and agricultural waste, referred to as green waste, and cow, pig and chicken manure. Capstone's microturbines can burn these renewable waste gases with minimal emissions, thereby, in some cases, avoiding the imposition of penalties incurred for pollution while simultaneously producing electricity from this "free" renewable fuel for use at the site or in the surrounding area. Capstone's microturbines have demonstrated effectiveness in these applications and outperform conventional combustion engines in a number of situations, including when the gas contains a high amount of sulfur.

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Natural Resources—Oil, Natural Gas, Shale Gas & Mining

On a worldwide basis, there are thousands of locations where the drilling, production, compression and transportation of natural resources and other extraction and production processes create fuel byproducts, which traditionally have been released or burned into the atmosphere. Our microturbines are installed in the natural resource market to be used in oil and gas exploration, production, compression and transmission sites both onshore and offshore as a highly reliable critical source of power generation. In addition, our microturbines can use flare gas as a fuel to provide prime power. Typically these oil and gas or mining operations have no access to an electric utility grid and rely solely on Capstone's microturbines for a reliable low emission power supply.

Critical Power Supply

Because of the potentially catastrophic consequences of even momentary system failure, certain power users, such as high technology and information systems companies, require particularly high levels of reliability in their power service. Management believes that Capstone's critical power supply offerings are the world's only microturbine powered Uninterruptible Power Source solutions that can offer clean, IT-grade power produced from microturbines, the utility or a combination of both.

Mobile Products—Hybrid Electric Vehicles

Our technology is used in hybrid electric vehicle ("HEV") applications. Our customers have applied our products in hybrid electric mobile applications, including transit buses and trucks. In these applications the microturbine acts as an onboard battery charger to recharge the battery system as needed. The benefits of microturbine hybrids include extended range, fuel economy gains, quieter operation, reduced emissions and higher reliability compared with traditional internal combustion engines.

Mobile Products—Marine

Our technology is also used in marine applications. Our customers have applied our products in the commercial vessel and luxury yacht markets. The most immediate market for our marine products is for use as ship auxiliaries. In this application, the microturbines provide power to the vessel's electrical loads and, in some cases, the vessel is able to utilize the exhaust energy to increase the overall efficiency of the application, reducing overall fuel consumption and emissions. The other application is similar to our HEV application where the vessel is driven by an electric propulsion system and the microturbine serves as an onboard range extender.

Backlog

During the three months ended September 30, 2013, we booked total orders of $22.7 million for 141 units, or 21.3 megawatts, compared to $25.2 million for 178 units, or 20.2 megawatts, during the three months ended September 30, 2012. We shipped 164 units with an aggregate of 30.1 megawatts, generating microturbine product revenue of $28.7 million compared to 135 units with an aggregate of 24.0 megawatts, generating microturbine product revenue of $23.6 million during the three months ended September 30, 2012. Total backlog as of September 30, 2013 increased $8.7 million, or 6%, to $149.8 million from $141.1 million as of September 30, 2012. As of September 30, 2013, we had 775 units, or 161.1 megawatts, in total backlog compared to 675 units, or 155.6 megawatts, at the same date last year. The timing of the backlog is based on the requirement date indicated by our customers. However, based on historical experience, management expects that a significant portion of our backlog may not be shipped within the next twelve months. The timing of shipments is subject to change based on several variables (including customer deposits, payments, availability of credit and customer delivery schedule changes), most of which are not in our control and can affect the timing of our revenue. Our actual product shipments during the three months ended September 30, 2013 were: 67% for use in natural resources applications, 19% for use in energy efficiency applications, 10% for use in renewable energy applications and 4% for use in other applications (including critical power supply and mobile products).

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The following table summarizes our backlog:

	As of September 30,			
	2013		2012	
	Megawatts	Units	Megawatts	Units
C30	3.7	121	4.6	151
C65	30.2	465	19.2	296

TA100	2.0	20	2.8	28
C200	6.8	34	12.8	64
C600	8.4	14	13.2	22
C800	8.8	11	8.8	11
C1000	100.0	100	93.0	93
Waste heat recovery generator	1.2	10	1.2	10
Total Backlog	161.1	775	155.6	675

2. ***Sales and Distribution Channels*** We seek out distributors that have business experience and capabilities to support our growth plans in our targeted markets. We have a total of 96 distributors and Original Equipment Manufacturers ("OEMs"). In North America, we currently have 32 distributors and OEMs. Internationally, outside of North America, we currently have 64 distributors and OEMs. We continue to refine the distribution channels to address our specific targeted markets.

3. ***Service*** We provide service primarily through our global distribution network and offer new and remanufactured parts as well as a comprehensive FPP. Through our global distribution network, we offer a comprehensive FPP for a fixed annual fee to perform regularly scheduled and unscheduled maintenance as needed. In January 2011, we expanded the FPP to include total microturbine plant operations if required by the end use customer. Capstone provides factory and onsite training to certify all personnel that are allowed to perform service on our microturbines. FPPs are generally paid quarterly in advance. Our FPP backlog as of September 30, 2013 was $42.6 million which represents the value of the contractual agreements for FPP services that has not been earned and extends through Fiscal 2029.

4. ***Product Robustness and Life Cycle Maintenance Costs*** We continue to invest in enhancements that relate to high performance and high reliability. An important element of our continued innovation and product strategy is to focus on the engineering of our product hardware and electronics to make them work together more effectively and deliver improved microturbine performance, reliability and low maintenance cost to our customers.

5. ***New Product Development*** Our new product development is targeted specifically to meet the needs of our selected vertical markets. We expect that our existing product platforms, the C30, C65, TA100, C200 and C1000 Series microturbines, will be our foundational product lines for the foreseeable future. Our research and development project portfolio is centered on enhancing the features of these base products. We are currently focusing efforts on enhancing our products to improve reliability, reduce direct material costs, and be compliant with the new stringent European VDE power grid requirements. We are also developing a more efficient microturbine CHP system with the DOE. The first phase of the development program has successfully achieved 270 kW with a prototype C250 engine. Capstone plans to continue development of the engine as well as power electronics and software controls required for successful commercialization. The second phase of the program is expected to incorporate further engine efficiency improvements, resulting in a product with a projected electrical efficiency of 42% and targeted power output of 370 kW. The DOE awarded us a grant of $5.0 million in support of this development program.

6. ***Cost and Core Competencies*** We believe that the core competencies of Capstone products are air-bearing technology, advanced combustion technology and sophisticated power electronics to form efficient and ultra-low emission electricity and cooling and heat production systems. Our core intellectual property is contained within our air-bearing technology. We continue to review avenues for cost reduction by sourcing to the best value supply chain option. In order to utilize manufacturing facilities and technology more effectively, we are focused on continuous improvements in manufacturing processes. Additionally, considerable effort is being directed to manufacturing cost reduction through process improvement, product design, advanced manufacturing technology, supply management and logistics. Management expects to be able to leverage our costs as product volumes increase.

Management believes that effective execution in each of these key areas will be necessary to leverage Capstone's promising technology and early market leadership into achieving positive cash flow with growing market presence and improving financial performance. Based on our recent progress and assuming achievement of targeted cost reductions, our financial model anticipates that we will achieve positive cash flow when we ship approximately 200 units in a quarter, dependent on an

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assumed product mix. Management believes our manufacturing facilities located in Chatsworth and Van Nuys, California have a combined production capacity of approximately 2,000 units per year, depending on product mix. Excluding working capital requirements, management believes we can expand our combined production capacity to approximately 4,000 units per year, depending on product mix, with approximately $10.0 to $15.0 million of capital expenditures. We have not committed to this expansion nor identified a source for its funding.

Critical Accounting Policies and Estimates

The preparation of our condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. Management believes the most complex and sensitive judgments, because of their significance to the condensed consolidated financial statements, result primarily from the need to make estimates about the effects of matters that are inherently uncertain. Actual results could differ from management's estimates. Management believes the critical accounting policies listed below affect our more significant accounting judgments and estimates used in the preparation of the condensed consolidated financial statements. These policies (except as noted below) are described in greater detail in our Annual Report on Form 10-K for Fiscal 2013 and continue to include the following areas:

- Impairment of long-lived assets, including intangible assets with finite lives;
- Inventory write-downs and classification of inventories;
- Estimates of warranty obligations;
- Allowance for doubtful accounts;
- Deferred tax assets and valuation allowance;
- Stock-based compensation expense;
- Loss contingencies; and
- Fair value of financial instruments.

Results of Operations

Three Months Ended September 30, 2013 and 2012

Revenue - Revenue for the three months ended September 30, 2013 increased $5.2 million, or 17%, to $35.3 million from $30.1 million for the three months ended September 30, 2012. The change in revenue for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 included increases in revenue of $11.0 million from the European market and $0.4 million each from the Asian and Australian markets. The increase in the European market was primarily related to increased sales into the Russian natural resources vertical market. The increases in the Asian and Australian markets were primarily because of fluctuations in the number and configurations of microturbine units shipped in these markets during the three months ended September 30, 2013 compared to the same period last year. This overall increase in revenue was offset by decreases in revenue of $5.0 million from the North American market and $1.6 million from the South American market. The decrease in the North American market was primarily a result of a shift in certain customers' project timelines compared to the same period last year. The decrease in the South American market was primarily the result of fluctuations in the number and configurations of microturbine units shipped during the three months ended September 30, 2013 compared to the same period last year.

Megawatts shipped and microturbine units shipped during the three months ended September 30, 2013 increased as a result of overall higher sales volume of our microturbine products. For the three months ended September 30, 2013, revenue from microturbine products increased $5.1 million, or 22%, to $28.7 million from $23.6 million for the three months ended September 30, 2012. Microturbine megawatts shipped during the three months ended September 30, 2013 increased 6.1 megawatts to 30.1 megawatts from 24.0 megawatts for the three months ended September 30, 2012. Microturbine units shipped during the three months ended September 30, 2013 increased 29 units to 164 units from 135 units for the three months ended September 30, 2012. Average revenue per unit for each of the three months ended September 30, 2013 and 2012 was approximately $175,000.

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For the three months ended September 30, 2013, revenue from our accessories, parts and service increased $0.1 million, or 2%, to $6.6 million from $6.5 million for the three months ended September 30, 2012. The increase in revenue resulted primarily from higher sales of microturbine parts offset by lower sales of microturbine service work.

The timing of shipments is subject to change based on several variables, including customer deposits, payments, availability of credit and delivery schedule changes, most of which are not within our control and can affect the timing of our revenue. Therefore, we evaluate historical revenue in conjunction with backlog to anticipate the growth trend of our revenue.

The following table summarizes our revenue (revenue amounts in millions):

	Three Months Ended September 30,					
	2013			2012		
	Revenue	Megawatts	Units	Revenue	Megawatts	Units
C30	$ 2.1	1.4	47	$ 1.3	0.8	28
C65	5.8	4.9	76	5.1	4.6	70
TA100	0.3	0.3	3	0.3	0.2	2
C200	3.1	2.8	14	3.4	3.0	15
C600	1.1	1.2	2	5.3	5.4	9
C800	5.6	6.4	8	0.8	0.8	1
C1000 Series	10.5	13.0	13	7.3	9.0	9
Waste heat recovery generator	0.2	0.1	1	—	—	—
Unit upgrades	—	—	—	0.1	0.2	1
Total from Microturbine Products	$ 28.7	30.1	164	$ 23.6	24.0	135
Accessories, Parts and Service	6.6	—	—	6.5	—	—
Total	$ 35.3	30.1	164	$ 30.1	24.0	135

Sales to BPC Engineering ("BPC"), one of the Company's Russian distributors, and E-Finity Distributed Generation, LLC ("E-Finity"), one of the Company's domestic distributors, accounted for 29% and 24%, respectively, of revenue for the three months ended September 30, 2013. Sales to Horizon Power Systems ("Horizon"), one of the Company's domestic distributors, accounted for 32% of revenue for the three months ended September 30, 2012.

Gross Margin — Cost of goods sold includes direct material costs, production and service center labor and overhead, inventory provision and provision for estimated product warranty expenses. The gross margin was $4.9 million, or 14% of revenue, for the three months ended September 30, 2013 compared to a gross margin of $2.6 million, or 9% of revenue, for the three months ended September 30, 2012. The increase of $2.3 million in gross margin was primarily related to a $1.4 million improvement resulting from overall higher sales volume of our microturbine products and lower direct material cost during the three months ended September 30, 2013. In addition, our warranty expense decreased $0.6 million, production and service center labor and overhead expenses decreased $0.2 million and royalty expense decreased $0.1 million during the three months ended September 30, 2013 compared to the prior year. Management continues to implement initiatives to address warranty expense and to further reduce direct material costs as we work to achieve profitability.

Warranty expense is a combination of a standard warranty provision recorded at the time revenue is recognized and changes, if any, in estimates for reliability repair programs. Reliability repair programs are based upon estimates that are recorded in the period that new information becomes available, including design changes, cost of repair and product enhancements, which can include both in-warranty and out-of-warranty systems. The decrease in warranty expense of $0.6 million reflects a decrease in reliability repair programs, offset by an increase in the per unit standard warranty provision as a result of sales mix and higher volume of units under warranty during the three months ended September 30, 2013 compared to the prior year. Management expects per unit warranty rates for C200 and C1000 Series systems to decline as reliability repair programs are completed and these products mature.

Production and service center labor and overhead expense decreased $0.2 million during the three months ended September 30, 2013 compared to the three months ended September 30, 2012 primarily as the result of a decrease in consulting and supplies expenses.

Royalty expense decreased $0.1 million during the three months ended September 30, 2013 compared to the three months ended September 30, 2012 as a result of a reduction in the predetermined fixed rate royalty offset by higher volume of covered microturbine systems. We pay a predetermined fixed rate royalty for each microturbine system covered by our Development and License Agreement with Carrier. The fixed rate royalty was reduced by 50% because the repayment of Carrier's cash and in-kind services investment was completed during the three months ended September 30, 2013.

Research and Development ("R&D") Expenses - R&D expenses include compensation, engineering department expenses, overhead allocations for administration and facilities, and materials costs associated with development. R&D expenses for the three months ended September 30, 2013 decreased $0.4 million, or 17%, to $2.0 million from $2.4 million for the three months ended September 30, 2012. R&D expenses are reported net of benefits from cost-sharing programs, such as DOE grants. The overall decrease in R&D expenses of $0.4 million resulted primarily from a decrease in supplies expense of $0.4 million. There were approximately $0.5 million of cost-sharing benefits for each of the three months ended September 30, 2013 and 2012. Cost-sharing programs vary from period to period depending on the phase of the programs. Management expects R&D expenses in Fiscal 2014 to be slightly higher than in Fiscal 2013 as we continue new product development, product robustness and direct material cost reduction initiatives.

Selling, General, and Administrative ("SG&A") Expenses - SG&A expenses for the three months ended September 30, 2013 increased $0.2 million, or 3%, to $6.6 million from $6.4 million for the three months ended September 30, 2012. The net increase in SG&A expenses was comprised of an increase of $0.6 million in salaries expense, offset by a decrease of $0.4 million in marketing expense. Management expects SG&A expenses in Fiscal 2014 to be slightly higher than in Fiscal 2013 as we focus on continuous improvement in customer service levels and investment in software and hardware technology to support the growing business.

Interest Expense - Interest expense increased $0.1 million, or 100%, to $0.2 million for the three months ended September 30, 2013 from $0.1 million for the three months ended September 30, 2012. Interest expense is primarily incurred from the average balances outstanding under the Credit Facility (as defined below). As of September 30, 2013, we had total debt of $11.8 million outstanding under the Credit Facility.

Change in Fair Value of Warrant Liability - Effective September 23, 2013, warrants issued in connection with the September 23, 2008 registered direct placement to purchase 4.0 million shares expired, and the liability associated with the warrants was reversed. This reversal of the warrant liability had no impact on our cash balances. The reversal of the warrant liability was a benefit of approximately $10,000 for the three months ended September 30, 2013. The change in fair value of the warrant liability was a benefit of $0.3 million for the three months ended September 30, 2012. The change in fair value of warrant liability during the three months ended September 30, 2012 was a result of warrant exercises and revaluing the warrant liability based on the Monte-Carlo simulation valuation model which is affected primarily by the quoted price of the Company's common stock in an active market. This revaluation of the warrant liability had no impact on our cash balances.

Income Taxes - Income tax expense for the three months ended September 30, 2013 was $11,000. Income tax expense for the three months ended September 30, 2012 was $0.1 million. The decrease in income tax expense was primarily related to microturbine service activity in Mexico.

Six Months Ended September 30, 2013 and 2012

Revenue - Revenue for the six months ended September 30, 2013 increased $0.8 million, or 1%, to $59.7 million from $58.9 million for the six months ended September 30, 2012. The change in revenue for the six months ended September 30, 2013 compared to the six months ended September 30, 2012 included increases in revenue of $6.5 million from the European market, $1.9 million from the Australian market and $0.9 million from the Asian market. The increase in the European market was primarily related to increased sales into the Russian natural resources vertical market. The increases in the Asian and Australian markets were primarily because of fluctuations in the number and configurations of microturbine units shipped in these markets during the six months ended September 30, 2013 compared to the same period last year. This overall increase in revenue was offset by decreases in revenue of $6.8 million from the North American market and $1.7 million from the South American market. The decreases in the North American and South American markets were primarily as a result of a shift in certain customers' project timelines compared to the same period last year.

Megawatts shipped and revenue per unit during the six months ended September 30, 2013 decreased primarily as a result of higher sales volume for our C30 and C65 microturbines. For the six months ended September 30, 2013, revenue from microturbine products increased $1.6 million, or 3%, to $48.9 million from $47.3 million for the six months ended September 30, 2012. Microturbine megawatts shipped during the six months ended September 30, 2013 decreased 0.1 megawatts to 49.0 megawatts from 49.1 megawatts for the six months ended September 30, 2012. Microturbine units shipped during the six months ended September 30, 2013 increased 68 units to 337 units from 269 units for the six months ended September 30, 2012. Average revenue per unit decreased for the six months ended September 30, 2013 to approximately $145,000 compared to approximately $176,000 per unit for the six months ended September 30, 2012.

For the six months ended September 30, 2013, revenue from our accessories, parts and service decreased $0.8 million, or 7%, to $10.8 million from $11.6 million for the six months ended September 30, 2012. The decrease in revenue resulted primarily from lower sales of microturbine service work, offset by higher sales of microturbine parts and FPP contract enrollments.

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The timing of shipments is subject to change based on several variables, including customer deposits, payments, availability of credit and delivery schedule changes, most of which are not within our control and can affect the timing of our revenue. Therefore, we evaluate historical revenue in conjunction with backlog to anticipate the growth trend of our revenue.

The following table summarizes our revenue (revenue amounts in millions):

	Six Months Ended September 30,					
	2013			2012		
	Revenue	Megawatts	Units	Revenue	Megawatts	Units
C30	$ 4.3	2.9	96	$ 2.4	1.6	52
C65	12.5	10.9	169	10.8	9.8	151
TA100	0.3	0.3	3	0.4	0.3	3
C200	8.0	7.2	36	5.7	5.0	25
C600	4.0	4.2	7	6.5	6.6	11
C800	5.6	6.4	8	1.5	1.6	2
C1000 Series	14.0	17.0	17	19.9	24.0	24
Waste heat recovery generator	0.2	0.1	1	—	—	—
Unit upgrades	—	—	—	0.1	0.2	1
Total from Microturbine Products	$ 48.9	49.0	337	$ 47.3	49.1	269
Accessories, Parts and Service	10.8	—	—	11.6	—	—
Total	$ 59.7	49.0	337	$ 58.9	49.1	269

E-Finity, BPC and Horizon accounted for 22%, 18% and 12% of revenue, respectively, for the six months ended September 30, 2013. For the six months ended September 30, 2012, Horizon and BPC accounted for 33% and 14% of revenue, respectively.

Gross Margin - The gross margin was $8.2 million, or 14% of revenue, for the six months ended September 30, 2013 compared to a gross margin of $4.8 million, or 8% of revenue, for the six months ended September 30, 2012. The increase of $3.4 million in gross margin was the result of a $1.8 million improvement realized from C30 and C65 microturbines sales volume and lower direct material costs during the six months ended September 30, 2013. In addition, there were decreases in our warranty expense of $0.9 million, royalty expense of $0.3 million, production and service center labor and overhead expenses of $0.2 million and inventory provision of $0.2 million during the six months ended September 30, 2013 compared to the prior year. Management continues to implement initiatives to address warranty expense and to further reduce direct material costs as we work to achieve profitability.

Warranty expense is a combination of a standard warranty provision recorded at the time revenue is recognized and changes, if any, in estimates for reliability repair programs. Reliability repair programs are based upon estimates that are recorded in the period that new information becomes available, including design changes, cost of repair and product enhancements, which can include both in-warranty and out-of-warranty systems. The decrease in warranty expense of $0.9 million reflects a decrease in reliability repair programs, offset by an increase in the per unit standard warranty provision as a result of sales mix and higher volume of units under warranty during the six months ended September 30, 2013 compared to the prior year. Management expects per unit warranty rates for C200 and C1000 Series systems to decline as reliability repair programs are completed and these products mature.

Royalty expense decreased $0.3 million during the six months ended September 30, 2013 compared to the six months ended September 30, 2012 as a result of a reduction in the predetermined fixed rate royalty offset by higher volume of covered microturbine systems. We pay a predetermined fixed rate royalty for each microturbine system covered by our Development and License Agreement with

Carrier. The fixed rate royalty was reduced by 50% because the repayment of Carrier's cash and in-kind services investment was completed during the three months ended September 30, 2013.

Production and service center labor and overhead expense decreased $0.2 million during the six months ended September 30, 2013 compared to the six months ended September 30, 2012 primarily as the result of a decrease in travel expense.

Inventory provision decreased $0.2 million during the six months ended September 30, 2013 compared to the six months ended September 30, 2012 primarily as the result of physical inventory adjustments and reserve for excess and obsolete inventory.

Research and Development Expenses - R&D expenses for the six months ended September 30, 2013 decreased $0.3 million, or 7%, to $4.3 million from $4.6 million for the six months ended September 30, 2012. R&D expenses are reported net of benefits from cost-sharing programs, such as DOE grants. The overall decrease in R&D expenses of $0.3 million resulted from a decrease in supplies of $0.4 million, offset by increased salaries of $0.1 million. There were approximately $0.7 million

of cost-sharing benefits for the six months ended September 30, 2013 and $0.8 million of such benefits for the six months ended September 30, 2012. Cost-sharing programs vary from period to period depending on the phase of the programs. Management expects R&D expenses in Fiscal 2014 to be slightly higher than in Fiscal 2013 as we continue new product development, product robustness and direct material cost reduction initiatives.

Selling, General, and Administrative Expenses - SG&A expenses for the six months ended September 30, 2013 increased $0.3 million, or 2%, to $14.2 million from $13.9 million for the six months ended September 30, 2012. The net increase in SG&A expenses was comprised of increases of $0.9 million in salaries expense and $0.2 million in consulting expense, offset by decreases of $0.4 million in bad debt expense and $0.4 million in marketing expense. Management expects SG&A expenses in Fiscal 2014 to be slightly higher than in Fiscal 2013 as we focus on continuous improvement in customer service levels and investment in software and hardware technology to support the growing business.

Interest Expense - Interest expense increased $0.1 million, or 33%, to $0.4 million for the six months ended September 30, 2013 from $0.3 million for the six months ended September 30, 2012. Interest expense is primarily from the average balances outstanding under the Credit Facility. As of September 30, 2013, we had total debt of $11.8 million outstanding under the Credit Facility.

Change in Fair Value of Warrant Liability - Effective September 23, 2013, warrants issued in connection with the September 23, 2008 registered direct placement to purchase 4.0 million shares expired, and the liability associated with the warrants was reversed. This reversal of the warrant liability had no impact on our cash balances. The reversal of the warrant liability was a benefit of approximately $10,000 for the six months ended September 30, 2013. The change in fair value of the warrant liability was a benefit of $0.5 million for the six months ended September 30, 2012. The change in fair value of warrant liability during the six months ended September 30, 2012 was a result of warrant exercises and revaluing the warrant liability based on the Monte-Carlo simulation valuation model which is impacted primarily by the quoted price of the Company's common stock in an active market. This revaluation of the warrant liability had no impact on our cash balances.

Income Taxes - Income tax expense for the six months ended September 30, 2013 was $30,000. Income tax expense for the six months ended September 30, 2012 was $0.4 million. The decrease in income tax expense was primarily related to microturbine service activity in Mexico.

Liquidity and Capital Resources

Our cash requirements depend on many factors, including the execution of our plan. We expect to continue to devote substantial capital resources to running our business and creating the strategic changes summarized herein. Our planned capital expenditures for the year ending March 31, 2014 include approximately $2.0 million for plant and equipment costs related to manufacturing and operations. We have invested our cash in institutional funds that invest in high quality short—term money market instruments to provide liquidity for operations and for capital preservation.

Our cash and cash equivalent balances decreased $10.6 million during the six months ended September 30, 2013, compared to a decrease of $4.7 million during the six months ended September 30, 2012. The overall decrease in cash during the six months ended September 30, 2013 compared to the six months ended September 30, 2012 was primarily the result of $5.5 million of cash provided by financing activities during the six months ended September 30, 2012. There was no such cash provided by financing activities during the six months ended September 30, 2013.

Operating Activities - During the six months ended September 30, 2013, we used $7.9 million in cash in our operating activities, which consisted of a net loss for the period of $10.7 million and cash used for working capital of $2.8 million, offset by non-cash adjustments (primarily warranty provision, depreciation and amortization, stock—based compensation and inventory provision) of $5.6 million. During the six months ended September 30, 2012, operating cash usage was $9.6 million, which consisted of a net loss for the period of $13.9 million and cash used for working capital of $1.9 million, offset by non-cash adjustments of $6.2 million.

The following is a summary of the significant sources (uses) of cash from operating activities (amounts in thousands):

	Six Months Ended September 30, 2013	Six Months Ended September 30, 2012
Net loss	$ (10,686)	$ (13,956)
Non-cash operating activities (1)	5,632	6,256
Changes in operating assets and liabilities:		
Accounts receivable	(580)	2,864
Inventories	(2,617)	(3,314)
Accounts payable and accrued expenses	2,624	883
Other changes in operating assets and liabilities	(2,272)	(2,312)
Net cash used in operating activities	$ (7,899)	$ (9,579)

(1) Represents warranty provision, depreciation and amortization, stock-based compensation expense, change in fair value of warrant liability, inventory provision and provisions for doubtful accounts.

The decrease in cash used in operating activities during the six months ended September 30, 2013 compared to the six months ended September 30, 2012 was primarily related to cash provided by accounts payable and accrued expenses and reduction in cash used for inventories offset by a reduction in cash from accounts receivable. The increase in cash provided by accounts payable and accrued expenses resulted primarily from the timing and level of inventory receipts compared to vendor payments as we approached the end of the second quarter. Accounts receivable increased primarily because of the timing of collections and higher sales occurring at the end of the period. The decrease in cash used in inventory was primarily because of an increase in inventory turns compared to same period last year.

Investing Activities - Net cash used in investing activities of $0.6 million and $0.7 million during the six months ended September 30, 2013 and 2012, respectively, relates primarily to the acquisition of fixed assets.

Financing Activities — During the six months ended September 30, 2013, we used $2.1 million in financing activities compared to cash generated during the six months ended September 30, 2012 of $5.5 million. The funds used in financing activities during the six months ended September 30, 2013 were primarily related to additional repayments under the Credit Facility. During the six months ended September 30, 2012 the funds generated from financing activities were primarily from the proceeds related to exercise of the Put Option described below and additional borrowings under the Credit Facility.

Effective March 5, 2012, the Company completed a registered direct placement in which it sold 22.6 million shares of the Company's common stock, par value $.001 per share, and warrants to purchase 22.6 million shares of common stock with an initial exercise price of $1.55 per share, at a price of $1.11 per unit. Each unit consisted of one share of common stock and a warrant to purchase one share of common stock. The warrants expired on October 31, 2013. In addition, the Company obtained the right to require investors in the offering to purchase up to an aggregate maximum of 19.0 million additional shares of common stock from the Company (the "Put Options") during two option exercise periods, the first such option exercise period beginning September 10, 2012 and the second such option exercise period beginning March 4, 2013. Each Put Option was subject to certain conditions which could reduce the number of shares that could be sold or eliminate the Put Option. These conditions included a minimum volume-weighted average price (VWAP) and a minimum average trading volume of the Company's common shares during the 30 trading days prior to the exercise of the Put Option. The March 2012 sale resulted in gross proceeds of approximately $25.0 million and proceeds net of direct incremental costs of approximately $23.1 million. On October 31, 2013, warrants to purchase 4.7 million shares were exercised resulting in proceeds of approximately $6.0 million.

On September 18, 2012, the Company entered into an Investor Agreement with one of the investors in the 2012 registered direct offering pursuant to which the investor agreed to (i) waive the condition precedent to the Company's exercise of the Put Option requiring the arithmetic average of the average daily trading volumes during the measurement period set forth in the subscription agreement between the Company and the investor and on the exercise date be not less than 1.75 million shares and (ii) amend the subscription agreement to provide that the purchase price of the additional shares during the first exercise period shall be an 8% discount to the lesser of the closing bid price of the Company's common stock on September 18, 2012, and the VWAP measurement for the ten trading days ending on September 18, 2012. Additionally, pursuant to the Investor Agreement, the Company agreed to amend the exercise price of the warrant originally issued to $1.26. The exercise of the Put Option resulted in net proceeds of $4.2 million. On February 21, 2013, the Company entered into a letter agreement (each a "Letter Agreement" and, collectively, the "Letter Agreements") with each of the investors in the 2012 registered direct offering. Pursuant to the Letter Agreements, the parties evidenced their mutual agreement that the Company would not exercise any portion of the second Put Option. The Company chose not to exercise the second of the two Put Options because of its improved cash position at the time and its desire to avoid stockholder dilution.

Employee stock purchases, net of repurchases of shares of our common stock for employee taxes due on vesting of restricted stock units, resulted in approximately $0.1 million of net cash used during the six months ended September 30, 2013, compared with $30,000 of net cash used during the six months ended September 30, 2012.

We maintain two Credit and Security Agreements, as amended (the "Agreements"), with Wells Fargo, which provide the Company with a line of credit of up to $15.0 million in the aggregate (the "Credit Facility"). The amount actually available to us may be less and may vary from time to time depending on, among other factors, the amount of eligible inventory and accounts receivable. As security for the payment and performance of the Credit Facility, we granted a security interest in favor of Wells Fargo in substantially all of our assets. As of September 30, 2013 and March 31, 2013, $11.8 million and $13.5 million in borrowings were outstanding, respectively, under the Credit Facility.

The Agreements include affirmative covenants as well as negative covenants that prohibit a variety of actions without Wells Fargo's consent, including covenants that limit our ability to (a) incur or guarantee debt, (b) create liens, (c) enter into any merger, recapitalization or similar transaction or purchase all or substantially all of the assets or stock of another entity, (d) pay dividends on, or purchase, acquire, redeem or retire shares of, our capital stock, (e) sell, assign, transfer or otherwise dispose of all or substantially all of our assets, (f) change our accounting method or (g) enter into a different line of business. Furthermore, the Agreements contain financial covenants, including (a) a requirement not to exceed specified levels of losses, (b) a requirement to maintain a substantial minimum monthly cash balance to outstanding line of credit advances based upon the Company's financial performance, and (c) limitations on our annual capital expenditures.

The Company has pledged its accounts receivables, inventories, equipment, patents and other assets as collateral for the Credit Facility, which would be subject to seizure by Wells Fargo if the Company were in default under the Agreements and unable to repay the indebtedness. Wells Fargo also has the option to terminate the Agreements or accelerate the indebtedness during a period of noncompliance. Based on our current forecasts, management believes that we will maintain compliance with the covenants contained in the amended Agreements for at least the next twelve months. If a covenant violation were to occur, management would attempt to negotiate a waiver of compliance from Wells Fargo. On June 7, 2013, we entered into an amendment to the Agreements which set the financial covenants for Fiscal 2014. As of September 30, 2013, we were in compliance with the covenants contained in the amended Agreements for Fiscal 2014.

Except for scheduled payments made on operating leases during the six months ended September 30, 2013, there have been no material changes in our remaining commitments under non-cancelable operating leases disclosed in our Annual Report on Form 10-K for Fiscal 2013.

Management believes that existing cash and cash equivalents are sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the next twelve months; however, if our anticipated cash needs change, we may need to raise additional capital in the future. We could seek to raise funds by selling additional securities to the public or to selected investors, or by obtaining additional debt financing. There is no assurance that we will be able to obtain additional funds on commercially favorable terms, or at all. If the Company raises additional funds by issuing additional equity or convertible debt securities, the fully diluted ownership percentages of existing stockholders will be reduced. In addition, the equity or debt securities that the Company would issue may have rights, preferences or privileges senior to those of the holders of its common stock. The Agreements with Wells Fargo will terminate in accordance with their terms on September 30, 2014. The Company expects to renew the Agreements with Wells Fargo, but there is no assurance that the Agreements will be renewed.

Although we believe we have sufficient capital to fund our working capital and capital expenditures for at least the next twelve months, depending on the timing of our future sales and collection of related receivables, managing inventory costs and the timing of inventory purchases and deliveries required to fulfill the current backlog, our future capital requirements may vary materially from those now planned. The amount of capital that we will need in the future will require us to achieve increased sales volume which is dependent on many factors, including:

- the market's acceptance of our products and services;
- our business, product and capital expenditure plans;
- capital improvements to new and existing facilities;
- our competitors' response to our products and services;

- our relationships with customers, distributors, dealers and project resellers; and
- our customers' ability to afford and/or finance our products.

Our accounts receivable balance, net of allowance for doubtful accounts, was $18.4 and $17.9 million as of September 30, 2013 and March 31, 2013, respectively. Days sales outstanding in accounts receivable ("DSO") at the end of the second quarter of Fiscal 2014 was 48 days, compared with 46 days at the end of the second quarter of Fiscal 2013. We recorded bad debt expense of $0.1 million during the six months ended September 30, 2013 compared to $0.6 million during the six months ended September 30, 2012. No assurances can be given that future bad debt expense will not increase above current operating levels. Increased bad debt expense or delays in collecting accounts receivable could have a material adverse effect on cash flows and results of operations. In addition, our ability to access the capital markets may be severely restricted or made very expensive at a time when we need, or would like, to do so, which could have a material adverse impact on our liquidity and financial resources. Certain industries in which our customers do business and certain geographic areas may have been and could continue to be adversely affected by the current economic environment.

New Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-11, "Income

Taxes (Topic 740) — Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists." ASU 2013-11 defines the criteria as to when an unrecognized tax benefit should be presented as a liability and when it should be netted against a deferred tax asset on the face of the balance sheet. ASU 2013-11 is effective for fiscal years beginning after December 15, 2013. We do not believe that the adoption of the provisions of ASU 2013-11 will have a material impact our consolidated financial position or results of operations.

In February 2013, FASB issued ASU 2013-02, Comprehensive Income (Topic 220), "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income," effective for annual and interim reporting periods beginning after December 15, 2012. The new accounting rules require all U.S. public companies to report the effect of items reclassified out of accumulated other comprehensive income on the respective line items of net income, net of tax, either on the face of the financial statements where net income is presented or in a tabular format in the notes to the financial statements. We adopted this updated guidance with no impact on our consolidated financial position or results of operations.

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

No material changes have occurred in the quantitative and qualitative market risk disclosure of the Company as presented in its Annual Report on Form 10-K for Fiscal 2013.

Item 4. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation of the effectiveness of the design and operation of our "disclosure controls and procedures" (as defined in Rule 13a-15(e) promulgated under the Exchange Act), under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective. The term "disclosure controls and procedures" means controls and other procedures of the Company that are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within required time periods. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

Additionally, our Chief Executive Officer and Chief Financial Officer have determined that there have been no changes to our internal control over financial reporting during the three months ended September 30, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II — OTHER INFORMATION

Item 1. ***Legal Proceedings***

From time to time, the Company may become subject to certain legal proceedings, claims and litigation arising in the ordinary course of business. In the opinion of management, we are not currently a party to any material legal proceedings, nor are we aware of any pending or threatened litigation that would have a material effect on our operating results, cash flows, financial position or results of operations should such litigation be resolved unfavorably.

Item 1A. ***Risk Factors***

There have been no material changes to the risk factors disclosed in the Company's Annual Report on Form 10-K for Fiscal 2013.

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

None

Item 3. ***Defaults Upon Senior Securities***

None

Item 4. ***Mine Safety Disclosures***

Not applicable

Item 5. ***Other Information***

None

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Item 6. ***Exhibits***

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

Exhibit Number	Description
3.1	Second Amended and Restated Certificate of Incorporation of Capstone Turbine Corporation (a)
3.2	Amended and Restated Bylaws of Capstone Turbine Corporation (b)
10	Capstone Turbine Corporation Amended and Restated Executive Performance Incentive Plan as amended and restated effective August 29, 2013
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes—Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes—Oxley Act of 2002
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes—Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document
101.DEF	XBRL Definition Linkbase Document

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

(b) Incorporated by reference to Capstone Turbine Corporation's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2005 (File No. 001-15957)

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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.

CAPSTONE TURBINE CORPORATION

By: /s/ EDWARD I. REICH

Edward I. Reich
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

Date: November 7, 2013

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Exhibit Index

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Exhibit 10

CAPSTONE TURBINE CORPORATION

EXECUTIVE PERFORMANCE INCENTIVE PLAN

Amended and Restated Effective August 29, 2013

THIS INSTRUMENT is adopted by Capstone Turbine Corporation (the "Company") as the Capstone Turbine Corporation Executive Performance Incentive Plan (the "Plan"), as amended and restated effective August 29, 2013.

RECITALS:

WHEREAS, the Company established the Plan effective April 1, 2008 and was approved by the shareholders of the Company on August 29, 2013 in order to provide for payment of executive compensation upon achievement of objective performance goals and to align the economic interests of executive officers and shareholders of the Company;

WHEREAS, the Company intends that all compensation payable and awards granted hereunder will qualify as "performance-based compensation" described in section 162(m)(4)(C) of the Code (as defined below), which business criteria described in Section 3.3 herein has been re-approved by the shareholders of the Company at its annual meeting following the 2013 fiscal year of the Company, in a manner described in Treas. Reg. § 1.162-27; and

WHEREAS, the Company desires to amend and restate the Plan to make certain changes to the form and with respect to the administration of the Plan and to amend the definition of "change in control" to conform with section 409A of the Code

NOW, THEREFORE, this amendment and restatement of the Plan is hereby adopted:

Article I. Definitions

1.1 Award. An incentive compensation award issued hereunder to a Participant that is subject to and dependent upon the attainment of one or more performance goals. Payments under Awards will be made, at the discretion of the Committee, in the form of cash, common stock of the Company, or any other securities or property. Payments hereunder may be provided in fulfillment of cash bonus or stock incentive obligations that are payable under an employment agreement between a Participant and the Company. Awards that are paid in the common stock of the Company shall be made under the Equity Incentive Plan and shall be subject to the terms and conditions of such plan, including the annual limits on grants contained therein.

1.2 Board. The board of directors of the Company.

1.3 Change in Control. For Awards that are not subject to the Equity Incentive Plan, a transaction or circumstance in which any of the following have occurred:

(a) the merger, acquisition or consolidation of the Company with any corporation in which such corporation immediately after such merger, acquisition or consolidation owns more than 50% of the voting securities (defined as any securities which vote generally in the election of its directors) of the Company outstanding immediately prior thereto or more than 50% of the Company's total fair market value immediately prior thereto;

(b) the date that any person, or persons acting as a group, as described in Treas. Reg. § 1.409A-3(i)(5) (a "Person"), other than a trustee or other fiduciary holding securities under an employee benefit plan of the Company or a corporation controlling the Company or owned directly or indirectly by the shareholders of the Company in substantially the same proportions as their ownership of stock of the Company, becomes the "beneficial owner" (as defined in Rule 13d-3 under the Securities and Exchange Act of 1934, as amended), directly or indirectly, of securities of the Company representing more than 30% of the total voting power represented by the Company's then outstanding voting securities (as defined above);

(c) the date that a majority of the members of the Board of Directors of the Company is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board of Directors of the Company before the date of the appointment or election; or

(d) the date that any Person acquires (or has acquired within the 12-month period ending on such date) assets from the Company that have a gross fair market value equal to 40% or more of the fair market value of the Company's total assets; provided, however, that any of the following acquisitions will be excluded from such calculation:

(i) an acquisition by a shareholder of the Company (immediately before the acquisition) in exchange for or with respect to its stock;

(ii) an acquisition by an entity 50% or more of the total value or voting power of which is owned directly or indirectly by the Company;

(iii) an acquisition by a Person that owns directly or indirectly 50% or more of the total value or voting power of the outstanding stock of the Company; or

(iv) an acquisition by an entity 50% or more of the total value or voting power of which is owned directly or indirectly by a Person described in paragraph (iii) above.

1.4 Code. The Internal Revenue Code of 1986, as amended.

1.5 Committee. A committee of Board members that is designated by the Board as the "Compensation Committee," provided that the Committee shall be composed of at least two individuals (or such number that satisfies section 162(m)(4)(C) of the Code) and shall be solely composed of individuals who are "outside directors" as defined in Treas. Reg. § 1.162-27(e)(3) or any successor provision.

1.6 Company. Capstone Turbine Corporation and its affiliates, successors and assigns.

1.7 Disability. A Participant who is eligible for disability benefits under the Company's long-term disability benefits plan or, if no such plan shall be in effect, as defined under section 22(e)(3) of the Code shall be deemed to have incurred a disability hereunder.

1.8 Equity Incentive Plan. The Capstone Turbine Corporation 2000 Equity Incentive Plan, as amended.

1.9 Participant. Executive and senior officers of the Company who have been designated by the Committee to receive Awards hereunder.

1.10 Payment Date. The date described in Section 4.2 herein.

1.11 Performance Period. The period of time to be used in measuring the time during which performance goals under Awards must be met. The Performance Period shall be each fiscal year of the Company unless otherwise specified by the Committee.

1.12 Plan. The Capstone Turbine Corporation Executive Performance Incentive Plan.

1.13 Retirement. The retirement from active service by a Participant that is approved by the Board or Committee under policies that are adopted for the retirement of executive officers and/or directors of the Company.

Article II. Administration

The Plan shall be administered by the Committee. The express grant in the Plan of any specific power to the Committee shall not be construed as limiting any power or authority of the Committee. Any decision made or action taken by the Committee to administer the Plan shall be final and conclusive. No member of the Committee shall be liable for any act done in good faith with respect to this Plan or any Award. The Company shall bear all expenses of Plan administration. In addition to all other authority vested with the Committee under the Plan, the Committee shall have complete authority to:

(a) Select Participants who may receive payments pursuant to Awards, and grant Awards pursuant to the terms hereof;

(b) Subject to the limitations and conditions contained in the Plan, establish the amounts payable under the Awards and the performance goals to be achieved for the payment of the Awards;

(c) Interpret all provisions of this Plan;

(d) Prescribe the forms to be used and procedures to be followed by Participants for the administration of the Plan;

(e) Adopt, amend, and rescind rules for Plan administration; and

(f) Make all determinations it deems advisable for the administration of this Plan.

Article III. Award Eligibility and Limitations

3.1 Terms of Awards. All Awards must be established by the Committee in writing no later than the earlier to occur of (i) 90 days after the beginning of the Performance Period, and (ii) the elapse of 25% of such Performance Period. Payment of compensation under an Award shall be based on the attainment of one or more pre-established objective performance goals that are based on the criteria described in Section 3.3. The Committee must identify the Participant to whom the Award has been granted, the amount of compensation payable under the Award, and the performance goals upon which the Award is conditioned. Neither the Company nor the Committee shall have the discretion to increase the amount payable under an Award that would otherwise be due upon the attainment of the performance goals stated in the Award. Except as provided in the written terms and conditions of an Award that are provided to a Participant, or in an employment agreement between the Participant and the Company, the Committee shall retain the right to reduce or eliminate the amount that is payable under the Award.

3.2 Form of Payment. An Award shall be paid to a Participant in the form of cash or, for Awards made pursuant to the Equity Incentive Plan, common stock of the Company. The amount of cash or stock shall be stated as a fixed amount or as an objective formula for computing the amount of compensation payable if the performance goal is obtained. A formula for computing cash or stock compensation may be expressed as a percentage of base compensation payable to a Participant or on any other basis that yields a determinable amount of compensation. The maximum amount of cash compensation that is payable under all Awards made to a Participant during a calendar year is $4,000,000. The maximum number of shares of common stock of the Company that may be issued pursuant to an Award shall be determined pursuant to the terms of the Equity Incentive Plan.

3.3 Performance Criteria of Awards. Subject to the terms hereof, and in a manner consistent with Treas. Reg. § 1.162-27 or any successor rule under the Code, performance goals shall be determined in the sole and absolute discretion of the Committee, provided that the goals must be such that whether or not the performance goal will be achieved is substantially uncertain at the time the performance goals and the terms of the Award are established. Performance goals may be based upon increases in performance of the Company over a prior period, but may also be based on maintaining status quo or limiting losses or decreases in performance, as is appropriate in view of the business conditions of the Company, its industry or the market in which its securities are traded at the time that a performance goal is established. Performance goals may be expressed as targeted levels of performance and shall be determined on the basis of any or all of the following criteria, as such terms are expressed in the Company's financial statement, and as selected from time to time by the Committee:

(a) Return on equity, capital, sales or assets.

(b) Revenue measurements (*e.g.*, net, gross or sales).

(c) Income (net, pre-tax, and/or operating).

(d) Cash flow (including operating cash flow, free cash flow, discounted return on investment and cash flow in excess of cost of capital).

(e) Earnings per share.

(f) Gross margins.

(g) Cash utilization.

(h) Operating expenses and its components (*e.g.*, cost of materials).

Article IV. Payment of Compensation under Award

4.1 Payment under Awards. Except as provided in Sections 4.3, 4.4 and 4.5, payment under an Award shall only occur if (i) the performance goals specified in the Award were satisfied during the Performance Period and (ii) the Participant is employed by the Company or an affiliate of the Company at the end of the Performance Period. Except as provided in Sections 4.3 and 4.5, payment under an Award shall not occur until the Committee has certified in writing that the performance goals have been achieved. For this purpose, approved minutes of the Committee meeting or action by unanimous written consent of the Committee by which certification is made shall be treated as a written certification. However, such certification is not required if payment under the Award is attributable solely to the increase in the value of the Company's common stock.

4.2 Time of Payment. Except as provided in Section 4.5, amounts that become payable under an Award after attainment of performance goals shall be paid as soon as it is practicable following the close of the Performance Period and, to the extent required in Section 4.1, the certification by the Committee of the attainment of such performance goals (the "Payment Date").

4.3 Death or Disability. Upon the death or Disability of a Participant during a Performance Period, payments under Awards shall be made as follows:

(a) If the performance goals specified in the Participant's Award are achieved, the Participant shall be eligible to receive payments under the Award. The Award may be paid in full or may be prorated based on the number of full months which have elapsed in the Performance Period as of the date of such death or Disability, at the sole and absolute discretion of the Committee. Payments under this Section 4.3(a) shall be made as determined by the Committee following the close of the Performance Period, but not prior to the date the Committee certifies in writing that the performance goals have been achieved.

(b) If the performance goals specified in the Participant's Award are not achieved, the Committee may in its discretion pay all or a portion of the Award. Any payment under the Award may be prorated based on the number of full months which have elapsed in the Performance Period as of the date of such death or Disability, at the sole and absolute discretion of the Committee. Payments under this Section 4.3(b) shall be made as determined by the Committee following the close of the Performance Period.

(c) Notwithstanding anything contained herein to the contrary, if a Participant and the Company are parties to a written agreement that expressly addresses the payment of performance-based bonuses upon death or Disability, the obligations of the Company hereunder will be subject to the terms of that agreement.

4.4 Retirement. Upon the Retirement of a Participant during a Performance Period and the attainment of the performance goals under an Award for such Participant for such Performance Period, the Award may be paid in full or may be prorated based on the number of full months which elapsed in the Performance Period as of the date of the Retirement, at the sole and absolute discretion of the Committee. Payments under this Section 4.4 shall be made on the Payment Date.

4.5 Change in Control. In the event the Company experiences a Change in Control during a Performance Period when performance goals of an Award are not achieved, the Participant may receive at the discretion of the Committee the target bonus amount that would be payable under an Award, or a portion thereof as determined appropriate by the Committee. The payment of the Award shall be made, at the discretion of the Committee, after the end of the Performance Period or the Change in Control. Notwithstanding anything contained herein to the contrary, if the Award is subject to the terms of the Equity Incentive Plan, the terms of a written agreement between the Participant and the Company or any other program or arrangement that expressly addresses the payment of performance-based bonuses upon a change in control, the obligations of the Company hereunder will be subject to the terms of such plan, agreement, program or arrangement.

4.6 Withholding Tax Requirements. Amounts paid hereunder shall be subject to applicable federal, state and local withholding tax requirements.

Article V. General Provisions

5.1 Effect on Employment. Neither the adoption of this Plan, its operation, nor any documents describing, or referring to, this Plan (or any part thereof) shall confer upon any employee any right to continue in the employ of the Company or an affiliate or in any way affect any right and power of the Company or an affiliate to terminate the employment of any employee at any time with or without assigning a reason therefor.

5.2 Unfunded Plan. The Plan, insofar as it provides for grants, shall be unfunded, and the Company shall not be required to segregate any assets that may at any time be represented by grants under this Plan. Any liability of the Company to any person with respect to any grant under this Plan shall be based solely upon contractual obligations that may be created hereunder. No such obligation of the Company shall be deemed to be secured by any pledge of, or other encumbrance on, any property of the Company.

5.3 Rules of Construction. Headings are given to the articles and sections of this Plan solely as a convenience to facilitate reference. The masculine gender when used herein refers to both masculine and feminine. The reference to any statute, regulation or other provision of law shall be construed to refer to any amendment to or successor of such provision of law.

5.4 Governing Law. The internal laws of the State of California (without regard to the choice of law provisions of California) shall apply to all matters arising under this Plan, to the extent that federal law does not apply.

5.5 Amendment. The Board may amend or terminate this Plan at any time; provided, however, an amendment that would modify the material terms of the business criteria specified in Section 3.3 herein is not valid until the shareholders of the Company approve the amendment in a manner that satisfies the shareholder approval requirements of section 162(m) of the Code.

5.6 Successors. The terms of the Plan shall be binding upon the Company and its successors and assigns, and shall bind any successor of the Company, as well as its assets or its businesses (whether direct or indirect, by purchase, merger, consolidation or otherwise), in the same manner and to the same extent that the Company would be obligated under this Plan if no succession had taken place.

5.7 Beneficiary Designations. If permitted by the Committee, a Participant under the Plan may name a beneficiary or beneficiaries to whom any earned but unpaid Award shall be paid in the event of the Participant 's death. In the absence of any such designation, any Award payments remaining after the Participant's death shall be paid to the Participant's spouse or, if none, to the Participant's children. If the Participant does not have a surviving spouse or children, payment shall be made to his or her estate.

5.8 Shareholder Approval. This amended and restated Plan was approved by the shareholders of the Company in a manner that satisfies section 162(m) of the Code in a meeting held on August 29, 2013. The business criteria set forth in Section 3.3 are subject to re-approval at the shareholders meeting at which directors are elected that occurs in 2018.

[Execution Page Follows]

EXECUTION PAGE

IN WITNESS WHEREOF, the undersigned officer has executed this Plan on this 29th day of August, 2013, to be effective as of the date first written above.

CAPSTONE TURBINE CORPORATION

By: /s/ Edward I. Reich

Its: Executive Vice President and Chief Financial Officer

Exhibit 31.1

CERTIFICATION

I, Darren R. Jamison, certify that:

1. I have reviewed this report on Form 10-Q of Capstone Turbine Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2013

By: /s/ DARREN R. JAMISON

Darren R. Jamison

President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Edward I. Reich, certify that:

1. I have reviewed this report on Form 10-Q of Capstone Turbine Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2013

By: /s/ EDWARD I. REICH
Edward I. Reich
Chief Financial Officer

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Capstone Turbine Corporation (the "Company") on Form 10-Q for the quarter ended September 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Darren R. Jamison, as Chief Executive Officer of the Company, and Edward I. Reich, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ DARREN R. JAMISON
Darren R. Jamison
President and Chief Executive Officer

By: /s/ EDWARD I. REICH
Edward I. Reich
Chief Financial Officer

Date: November 7, 2013