





Item 1.02. Termination of a Material Definitive Agreement

By unanimous written consent on October 24, 2017, the shareholders of Tecogen Inc.'s (the "Company") joint venture, Ultra Emissions Technologies S.ar.L, ("Ultratek"), voted to dissolve Ultratek, thus terminating the joint venture agreement dated December 28, 2015 ("JVA") and the license agreement between the Company and Ultratek, dated December 28, 2015 ("License Agreement"). The terms of the JVA, the terms of the License Agreement, and the creation of Ultratek were each disclosed in the Company's current report on Form 8-K filed with the SEC on December 31, 2015, which disclosure is hereby incorporated by reference (the "Prior Disclosure").

Pursuant to the unanimous shareholder consent dissolving Ultratek, the Company will be receiving its full \$2,000,000 investment into Ultratek back upon the completion of the liquidation process. Further, upon termination of the License Agreement all intellectual property licensed by the Company to Ultratek immediately reverted back to the Company. The Company has also agreed to purchase all of the assets of Ultratek upon its dissolution, including new intellectual property that Ultratek developed, for \$400,000.

The discussion of the terms of the JVA and the License Agreement set forth herein do not purport to be complete and are qualified in their entirety by reference to the Prior Disclosure, including the exhibits filed therewith.

Item 7.01 Regulation FD Disclosure

On October 26, 2017, the Company issued a press release announcing the dissolution of Ultratek, the termination of the JVA, and the termination of the License Agreement. A copy of this press release is attached to this Current Report on form 8-K as exhibit 99.01. The information in this press release shall not be deemed to be "filed" for the purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The Company hereby furnishes the following exhibit:

Exhibit 99.01 - Press Release Dated October 26, 2017

Forward-Looking Statements

Except for the historical information contained herein, the matters disclosed herein include forward-looking statements which are the Company's current views with respect to future events. These forward-looking statements are subject to many assumptions, risks and uncertainties that could cause actual results to differ significantly from those anticipated by the Company. These risks include the Company's ability to complete the dissolution of Ultratek and other risks detailed from time to time in the Company's filings and reports with the Securities and Exchange Commission including the Company's annual report on Form 10-K for the year ended December 31, 2016. The Company undertakes no obligation to publicly update or revise any such forward-looking statements, except as required by federal securities laws, whether as a result of new information, future events or otherwise.



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

TECOGEN INC.

By: /s/ Bonnie Brown

October 26, 2017 Bonnie Brown, Principal Financial & Accounting Officer