

TECOGEN INC.
Form SC 13G
February 23, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. _____)*

Tecogen, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

87876P102

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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

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

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CUSIP No. 87876P102

1. Names of Reporting Persons.

Michaelson Capital Special Finance Fund LP

2. Check the Appropriate Box if a Member of a Group

- (a)
 - (b)
3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

Number of Shares 6. Shared Voting Power

Beneficially Owned by 862,885*

Each Reporting Person With: 7. Sole Dispositive Power

0

8. Shared Dispositive Power

862,885*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

862,885

10. Check if the Aggregate Amount in Row (9)

Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

5.4% (based on shares of common stock outstanding as of September 30, 2014)

12. Type of Reporting Person

PN

*Michaelson Capital Special Finance, LLC is the investment adviser to Michaelson Capital Special Finance Fund LP and as such may exercise voting and dispositive power over these shares.

CUSIP No. 00750W101

1. Names of Reporting Persons.

Michaelson Capital Special Finance Management
LLC

2. Check the Appropriate Box if a Member of a
Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

Number of Shares

6. Shared Voting Power

Beneficially

862,885*

Owned by

Each Reporting

7. Sole Dispositive Power

Person With:

0

8. Shared Dispositive Power

862,885*

9. Aggregate Amount Beneficially Owned by
Each Reporting Person

862,885

10. Check if the Aggregate Amount in Row (9)

Excludes Certain Shares

11. Percent of Class Represented by Amount in
Row (9)

5.4%

12. Type of Reporting Person

PN

* Michaelson Capital Special Finance Management, LLC is the general partner of Michaelson Capital Special Finance Fund, LP and as such may exercise voting and dispositive power over these shares.

CUSIP No. 00750W101

1. Names of Reporting Persons.

Michaelson Capital Special Finance, LLC

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

Number of Shares 6. Shared Voting Power

Beneficially Owned by 862,885**

Each Reporting Person With: 7. Sole Dispositive Power

0

8. Shared Dispositive Power

862,885**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

862,885

10. Check if the Aggregate Amount in Row (9)

Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

5.4%

12. Type of Reporting Person

PN

** Michaelson Capital Special Finance, LLC serves as the investment manager to Michaelson Capital Special Finance Fund, LP and as such may exercise voting and dispositive power over these shares.

CUSIP No. 00750W101

1. Names of Reporting Persons.

John Michaelson

2. Check the Appropriate Box if a Member of a Group

- (a)
 - (b)
3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

0

Number of Shares 6. Shared Voting Power

Beneficially Owned by 862,885***

Each Reporting Person With: 7. Sole Dispositive Power

0

8. Shared Dispositive Power

862,885***

9. Aggregate Amount Beneficially Owned by Each Reporting Person

862,885

10. Check if the Aggregate Amount in Row (9)

Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

5.4%

12. Type of Reporting Person

IN

***John Michaelson is the Managing Member of Michaelson Capital Special Finance Management, LLC and in such capacity is deemed to hold voting and dispositive power of the securities held by Michaelson Capital Special Finance Fund, LP.

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CUSIP No. 87876P102

ITEM 1.

(a) Name of Issuer: Tecogen, Inc.

(b) Address of Issuer's Principal Executive Offices: 45 First Avenue, Waltham, MA 02451

ITEM 2.

(a) Name of Person Filing:

This statement is filed on behalf of John Michaelson, Michaelson Capital Special Finance Fund LP, Michaelson Capital Special Finance Management, LLC and Michaelson Capital Special Finance, LLC (collectively, the "Reporting Persons").

(b) Address of Principal Business Office, or if None, Residence:

400 Madison Avenue, Suite 2A, New York, NY 10017-1995

(c) Citizenship: United States / Delaware

(d) Title of Class of Securities: Common Stock, par value \$0.001 per share

(e) CUSIP Number: 87876P102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO §§.240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) "Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) "Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) "An investment adviser in accordance with §§.240.13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with §§.240.13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with §§.240.13d-1(b)(1)(ii)(G);
- (h) "A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) "A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) "Group, in accordance with §§.240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 862,885

- (b) Percent of class: 5.4%

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote – 0

 - (ii) Shared power to vote or to direct the vote - 862,885

 - (iii) Sole power to dispose or to direct the disposition of – 0

 - (iv) Shared power to dispose or to direct the disposition of - 862,885

Each of the Reporting Persons disclaims any beneficial ownership of the securities, except for Michaelson Capital Special Finance Fund, LP, which retains the pecuniary interest therein.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

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

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

SIGNATURE

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

February 23, 2015
(Date)

\s\ Vincent S. Capone
(Signature)

Chief Operating Officer & General Counsel
(Name/Title)