

TECOGEN INC.
Form SC 13G/A
February 15, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Tecogen Inc.
(Name of Issuer)

Common Stock, par value \$.001 per share
(Title of Class of Securities)

87876P102
(CUSIP Number)

December 31, 2016
(Date of Event which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

X 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 on 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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1	NAME OF REPORTING PERSON	
	Mr. John N. Hatsopoulos	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) o	
2		(b)
	o	
	SEC USE ONLY	
3		
	CITIZENSHIP OR PLACE OF ORGANIZATION	
4	United States of America	
	SOLE VOTING POWER	
5		
	1,194,831	
	SHARED VOTING POWER	
6		
	2,057,564	
	SOLE DISPOSITIVE POWER	
7		
	1,194,831	
	SHARED DISPOSITIVE POWER	
8		
	2,057,564	
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9		
	3,252,395	
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
10	(See Instructions) x	
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11		
	16.30%	
	TYPE OF REPORTING PERSON (See Instructions)	
12		
	OO	

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Item 1(a). Name of Issuer:

Tecogen Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

45 First Avenue, Waltham, MA 02451

Item 2(a). Name of Person Filing:

Mr. John N. Hatsopoulos

Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o Tecogen Inc., 45 First Avenue, Waltham, MA 02451

Item 2(c). Citizenship:

United States of America

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.001 per share

Item 2(e). CUSIP Number:

87876P102

Item 3. If the Statement is being filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the filing person is a:

- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act;
- (b) ☐ Bank as defined in Section 3(a) (6) of the Exchange Act;
- (c) ☐ Insurance company as defined in Section 3(a) (19) of the Exchange Act;
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act;
- (e) ☐ An investment adviser in accordance with Rule 13d-1(b) (1) (ii) (E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b) (1) (ii) (F);
- (g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b) (1) (ii) (G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act;
- (j) ☐ Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

Not applicable.

Item 4. Ownership.

Amount beneficially owned: 3,252,395 shares of Tecogen Inc common stock, par value \$0.001 per share ("TGEN Common Stock"). Includes: 155,351 shares of Common Stock held directly by John N. Hatsopoulos; 1,039,480 shares of Common Stock held by the Nia M. Hatsopoulos Jephson 2011 Irrevocable Trust, where Mr. Hatsopoulos is the trustee; 1,039,480 shares of Common Stock held by the Alexander J. Hatsopoulos 2011 Irrevocable Trust, where Mrs. Patricia L. Hatsopoulos, John's spouse is the trustee; 989,859 shares of Common Stock held by The John N. Hatsopoulos Family Trust 2007 for the benefit of: Patricia L. Hatsopoulos, Alexander J. Hatsopoulos, and Nia Marie Hatsopoulos, for which Dr. George N. Hatsopoulos and Ms. Patricia L. Hatsopoulos are the trustees; and 28,225 shares of Common Stock held by Patricia L. Hatsopoulos.

This amount does not include: (1) 57,624 shares of TGEN Common Stock held in the John N. Hatsopoulos 1989 Family Trust for the benefit of Nia Marie Hatsopoulos, for whom Mr. and Mrs. Paris Nicolaidis are the trustees. Mr. John N. Hatsopoulos disclaims beneficial ownership of the shares held by this trust; and (2) 57,624 shares of TGEN Common Stock held in the John N. Hatsopoulos 1989 Family Trust for the benefit of Alexander J. Hatsopoulos, for whom Mr. and Mrs. Paris Nicolaidis are the trustees. Mr. John N. Hatsopoulos disclaims beneficial ownership of the shares held by this trust.

Percent of class: 16.30% (based on 19,949,672 shares of TGEN Common Stock outstanding as of November 4, 2016, as reported on TGEN's Quarterly Report filed on Form 10-Q for the quarter ended September 30, 2016, as filed with the SEC on November 14, 2016).

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 1,194,831

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- (ii) Shared power to vote or direct the vote: 2,057,564
- (iii) Sole power to dispose or to direct the disposition of: 1,194,831
- (iv) Shared power to dispose or to direct the disposition of: 2,057,564

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 had 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 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the

7. Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

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.

\\s\ John N. Hatsopoulos

John N. Hatsopoulos

Date: February 14, 2017