

A123 SYSTEMS, INC.
 Form 3
 September 23, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GENERAL ELECTRIC CAPITAL CORP | | | (Month/Day/Year) | A123 SYSTEMS, INC. [AONE] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 3135 EASTON TURNPIKE | | | | (Check all applicable) | |
| (Street) | | | | ___ Director | ___X___ 10% Owner |
| FAIRFIELD,Â CTÂ 06828-0001 | | | | ___ Officer | ___ Other |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |
| | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | | ___ Form filed by One Reporting Person |
| | | | | | ___X___ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 900,277 | D <u>(1)</u> <u>(8)</u> | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | Price of Derivative Security | Security: | |

| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|-------|------------|---|---------------|---------------|----------------------------------|---|
| Series C Convertible Preferred Stock | Â (5) | Â (5) | Common Stock | 800,945 (5) | \$ (5) | D (2) (8) | Â |
| Series D Convertible Preferred Stock | Â (5) | Â (5) | Common Stock | 2,382,925 (5) | \$ (5) | D (3) (8) | Â |
| Series E Convertible Preferred Stock | Â (5) | Â (5) | Common Stock | 2,497,918 (5) | \$ (5) | D (3) (8) | Â |
| Series F Convertible Preferred Stock | Â (5) | Â (5) | Common Stock | 1,631,191 (5) | \$ (5) | D (3) (8) | Â |
| Warrant | Â (6) | 02/24/2012 | Series B Convertible Preferred Stock/Common Stock (6) | 67,366 (7) | \$ 2.0781 (7) | D (4) (8) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| GENERAL ELECTRIC CAPITAL CORP 3135 EASTON TURNPIKE FAIRFIELD,Â CTÂ 06828-0001 | Â | Â X | Â | Â |
| GENERAL ELECTRIC CAPITAL SERVICES INC/CT 3135 EASTON TURNPIKE FAIRFIELD,Â CTÂ 06828-0001 | Â | Â | Â | See Exhibit 99.1 |
| GE CAPITAL EQUITY INVESTMENTS INC 201 MERRITT 7 NORWALK,Â CTÂ 06851 | Â | Â | Â | See Exhibit 99.1 |
| GE CAPITAL CFE INC 201 MERRITT 7 NORWALK,Â CTÂ 06856 | Â | Â | Â | See Exhibit 99.1 |
| GPSF Securities, Inc. 201 MERRITT 7 NORWALK,Â CTÂ 06851 | Â | Â | Â | See Exhibit 99.1 |
| GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD,Â CTÂ 06828 | Â | Â | Â | See Exhibit 99.1 |

Signatures

/s/ Barbara A. Lane, Attorney-in-Fact for
GECC

09/23/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Directly owned by GPSF Securities, Inc. ("GPSF").
- (2) Directly owned by GE Capital CFE, Inc. ("GECFE").
- (3) Directly owned by GE Capital Equity Investments, Inc. ("GECEI").
- (4) Directly owned by Heller Financial Leasing, Inc. ("Heller Leasing").

The Issuer's preferred stock reported herein is convertible at any time by the holder and has no expiration date, but is subject to mandatory conversion or redemption upon certain events. Each share of preferred stock reported herein is convertible into one share of the Issuer's common stock (subject to certain adjustments), except that each share of the Issuer's Series E Convertible Preferred Stock is convertible into approximately 1.38154 shares of common stock (subject to certain adjustments). Upon the closing of the Issuer's initial public offering, each share of preferred stock reported herein will convert automatically into one share of common stock except that each share of Series E Convertible Preferred Stock will convert automatically into 1.38154 shares of common stock.

- (5) The Warrant is exercisable at any time by the holder for shares of the Issuer's Series B Convertible Preferred Stock, except that upon the closing of the Issuer's initial public offering, the Warrant will become exercisable only for shares of common stock.
- (6) The actual exercise price is \$2.078192 per share. The exercise price and the number of underlying shares are subject to certain adjustments.

Indirectly owned by General Electric Capital Corporation ("GE Capital") because, among other things, GPSF, GECFE, GECEI or Heller Leasing, as the case may be, is a direct or indirect wholly-owned subsidiary of GE Capital. GPSF, GECFE, GECEI, Heller Leasing and GE Capital disclaim beneficial ownership except to the extent of their respective pecuniary interest. See Exhibit 99.1, incorporated by reference herein.

(8)

Â

Remarks:

Exhibit 24.1: Power of Attorney of General Electric Capital Corporation, incorporated herein by reference to Power of Attorney of General Electric Capital Services, Inc., incorporated herein by reference. Exhibit 24.1: Power of Attorney of General Electric Company, incorporated herein by reference. Exhibit 99.1: Joint Filer incorporated herein by reference.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.