

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. _____) *

EMCORE CORPORATION

(Name of Issuer)

Common Stock, no par value per share

(Title of Class of Securities)

290846104

(CUSIP Number)

May 26, 1999

(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)

☐ 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 ("Exchange 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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#560165 v4

CUSIP NO. 290846104

13G

PAGE 2 OF 13 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GE Capital Equity Investments, Inc., a Delaware corporation
06-1268495

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, USA

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

340,984

7	SOLE DISPOSITIVE POWER
0	

8	SHARED DISPOSITIVE POWER
340,984	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	340,984
	Beneficial ownership of all shares owned by General Electric Company is disclaimed by GE Capital Equity Investments, Inc.

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	3.47%

12	TYPE OF REPORTING PERSON
	CO

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Electric Capital Corporation, a New York corporation
13-1500700

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
New York, USA

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

340,984

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

340,984

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
340,984
Beneficial ownership of all shares owned by General Electric
Company is disclaimed by General Electric Capital Corporation.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.47%

12 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Electric Capital Services, Inc., a Delaware corporation
06-1109503

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, USA

5 SOLE VOTING POWER

Disclaimed (see 9 below)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

Disclaimed (see 9 below)

7 SOLE DISPOSITIVE POWER

Disclaimed (see 9 below)

8 SHARED DISPOSITIVE POWER

Disclaimed (see 9 below)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares disclaimed by General
Electric Capital Services, Inc.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Not applicable (see 9 above)

12 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Electric Company, a New York corporation
14-0689340

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York, USA

5 SOLE VOTING POWER

282,010

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

Disclaimed (see 9 below)

7 SOLE DISPOSITIVE POWER

282,010

8 SHARED DISPOSITIVE POWER

Disclaimed (see 9 below)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

282,010
Beneficial ownership of all shares owned by GE Capital Equity Investments, Inc. and General Electric Capital Corporation is disclaimed.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.88%

12 TYPE OF REPORTING PERSON

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

ITEM 1. NAME OF ISSUER AND ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

(a) and (b) This statement relates to the Common Stock, no par value per share (the "Common Stock"), of Emcore Corporation, Inc., a New Jersey corporation (the "Issuer"), which is issuable upon (i) the exercise of the Warrant (the "Warrant") by General Electric Company ("GE") pursuant to that certain Warrant Agreement dated May 26, 1999 between GE and the Issuer or (ii) the conversion of the Subordinated Convertible Note (the "Note") by GE Capital Equity Investments, Inc. ("GECEI") issued pursuant to that certain Note Purchase Agreement dated May 26, 1999 between GECEI and the Issuer. The address of the principal executive offices of the Issuer is 394 Elizabeth Avenue, Somerset, New Jersey, 08873.

ITEM 2. PERSON FILING:

(a)-(c) This statement is being filed by GE, a New York Corporation, for and on behalf of itself, GE Capital Equity Investments, Inc., ("GECEI"), General Electric Capital Corporation ("GE Capital") and General Electric Capital Services, Inc. ("GECS"). The agreement among each of GECEI, GE Capital, GECS and GE that this statement be filed on behalf of each of them is attached hereto as Exhibit A. GECS is a wholly-owned subsidiary of GE, GE Capital is a subsidiary of GECS and GECEI is a subsidiary of GE Capital. GECEI is a Delaware corporation with its principal business office located at 120 Long Ridge Road, Stamford, Connecticut 06927. GE Capital is a New York corporation with its principal business office located at 260 Long Ridge Road, Stamford, Connecticut 06927. GECS is a Delaware corporation with its principal business office located at 260 Long Ridge Road, Stamford, Connecticut 06927. GE is a New York corporation with its principal business office located at 3135 Easton Turnpike, Fairfield, Connecticut 06431.

(d)-(e) This statement relates to the Common Stock of the Issuer, no par value per share. The CUSIP No. for such shares is 290846104. Such stock is issuable upon the exercise by GE of the Warrant and the conversion of the Note owned by GECEI.

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B) OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING 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 of 1940
- (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)

If this statement is filed pursuant to Rule 13d-1(c), check this box. ☒ X

ITEM 4. OWNERSHIP.

(a)-(c) The response of GECEI, GE Capital, GECS and GE to Items 5, 6, 7, 8, 9 and 11 of each of their respective Cover Sheets which relate to the beneficial ownership of the Common Stock of the Issuer is incorporated herein by reference. 282,010 of such shares are owned directly by GE and 340,984 are owned directly by GECEI.

Each of GECS, GECEI Capital hereby expressly disclaims the beneficial ownership of any Common Stock of the Issuer owned by GE, and each of GECS and GE hereby expressly disclaims the beneficial ownership of any Common Stock of the Issuer directly owned by GECEI.

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

N/A

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

N/A

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

N/A

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

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

ITEM 10. CERTIFICATION.

(a) N/A

(b) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

Dated: June 3, 1999

GE CAPITAL EQUITY INVESTMENTS, INC.

By: /s/ Michael E. Pralle

Name: Michael E. Pralle
Title: President

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.

Dated: June 3, 1999

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Michael E. Pralle

Name: Michael E. Pralle
Title: Vice President

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.

Dated: June 3, 1999

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Michael E. Pralle

Name: Michael E. Pralle

Title: Attorney in Fact

* Power of attorney, dated as of April 30, 1998, by General Electric Capital Services, Inc., is hereby incorporated by reference to Schedule 13D for Telescan, Inc., filed January 14, 1999 by GE Capital Equity Investments, Inc.

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.

Dated: June 3, 1999

GENERAL ELECTRIC COMPANY

By: /s/ Michael E. Pralle

Name: Michael E. Pralle

Title: Attorney in Fact

* Power of attorney, dated as of April 30, 1998, by General Electric Company, is hereby incorporated by reference to Schedule 13D for Telescan, Inc., filed January 14, 1999 by GE Capital Equity Investments, Inc.

EXHIBIT INDEX

EXHIBIT -----	DESCRIPTION -----
A	Joint Filing Agreement, dated June 3, 1999, among GECEI, GE Capital, GECS and GE to file joint statement on Schedule 13G.

JOINT FILING AGREEMENT

This will confirm the agreement by and among all the undersigned that the Schedule 13G filed on or about this date with respect to the beneficial ownership of the undersigned of shares of the Common Stock, no par value per share, of Emcore Corporation is being filed on behalf of each of the undersigned. This agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: June 3, 1999

GE CAPITAL EQUITY INVESTMENTS, INC.

By: /s/ Michael E. Pralle

Name: Michael E. Pralle
Title: President

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Michael E. Pralle

Name: Michael E. Pralle
Title: Vice President

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Michael E. Pralle

Name: Michael E. Pralle
Title: Attorney in Fact

GENERAL ELECTRIC COMPANY

By: /s/ Michael E. Pralle

Name: Michael E. Pralle
Title: Attorney in Fact

* Powers of attorney, each dated as of April 30, 1998, by General Electric Capital Services, Inc. and General Electric Company, respectively, are hereby incorporated by reference to Schedule 13D for Telescan, Inc., filed January 14, 1999 by GE Capital Equity Investments, Inc.