

POWER SOLUTIONS INTERNATIONAL, INC.

Form 4

August 07, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Winemaster Gary S

2. Issuer Name and Ticker or Trading Symbol
POWER SOLUTIONS INTERNATIONAL, INC. [PSIX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

C/O 201 MITTEL DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WOOD DALE, IL 60191

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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.

SEC 1474 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. 8) | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|--------------------------------|--------------|--|---|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|--------------------------------|--------------|--|---|------|

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(3) On August 5, 2013, after the Tranche II Vesting Threshold had been met, Mr. Somodi transferred his right to receive the Tranche II Consideration to the issuer. On the same date, the reporting person paid the issuer \$3,750,180 in full satisfaction of his obligation to pay the Tranche II Consideration to the issuer. These transactions were all approved by the Audit Committee of the Board of Directors of the issuer, consisting solely of "Non-Employee Directors" (as such term is defined in Rule 16b-3(b)(3) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), in accordance with Rule 16b-3(d)(1) under the Exchange Act.

(4) Reflects the adjusted number of shares which the reporting person is required to transfer to Mr. Somodi upon the issuer's achievement of certain market value per share of the issuer's common stock milestones pursuant to the Purchase and Sale Agreement, giving effect to the transfer to the issuer of Mr. Somodi's right to receive the Tranche II Consideration and the reporting person's payment thereof to the issuer, all as described in footnotes 1, 2 and 3 above.

Remarks:

President, CEO and Chairman of the Board

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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