

DEUTCH PHILIP J
Form 3
April 25, 2012

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

OMB APPROVAL

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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 NGP Energy Technology Partners II, L.P. | | (Month/Day/Year) | GSE SYSTEMS INC [GVP] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| 1700 K STREET, NW,Â SUITE 750 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| WASHINGTON,Â DCÂ 20006 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 | 2,416,925 | D ⁽¹⁾ | Â |

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

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NGP Energy Technology Partners II, L.P. 1700 K STREET, NW SUITE 750 WASHINGTON, DC 20006 | ^ | ^ X | ^ | ^ |
| NGP ETP II, LLC 1700 K STREET, NW SUITE 750 WASHINGTON, DC 20006 | ^ | ^ X | ^ | ^ |
| Energy Technology Partners, L.L.C. 1700 K STREET, NW SUITE 750 WASHINGTON, DC 20006 | ^ | ^ X | ^ | ^ |
| DEUTCH PHILIP J 1700 K STREET, NW SUITE 750 WASHINGTON, DC 20006 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| NGP Energy Technology Partners II, L.P., By: NGP ETP, L.L.C., Its: General Partner, By: /s/ Philip J. Deutch | 04/25/2012 |
| _____ **Signature of Reporting Person | Date |
| NGP ETP II, L.L.C. By: /s/ Philip J. Deutch, Title: Authorized Member | 04/25/2012 |
| _____ **Signature of Reporting Person | Date |
| Energy Technology Partners, L.L.C., By: /s/ Philip J. Deutch, Title: Sole Member and Manager | 04/25/2012 |
| _____ **Signature of Reporting Person | Date |
| /s/ Philip J. Deutch | 04/25/2012 |
| _____ **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).

These securities are owned by NGP Energy Technology Partners II, L.P. ("NGP Energy Tech"). These securities may be deemed to be beneficially owned by NGP ETP II, L.L.C. ("NGP ETP"), Energy Technology Partners, L.L.C. ("ETP") and Philip J. Deutch ("Deutch"). NGP ETP is the general partner of NGP Energy Tech. ETP is the sole manager of NGP ETP and Deutch is the sole member and manager (1) of ETP. Deutch is also a director of SatCon and has reported his beneficial ownership of the reported securities on a Form 4, filed on the date hereof. Each of NGP ETP, ETP and Deutch (the "Reporting Persons") disclaim beneficial ownership of the reported securities except to the extent of his, her or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Act of 1934, as amended, or for any other purpose.

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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.