#### POWER SOLUTIONS INTERNATIONAL, INC.

Form 4

August 07, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Cohen Eric A.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

Director

POWER SOLUTIONS

INTERNATIONAL, INC. [PSIX]

(Check all applicable)

(Last) (First) (Middle)

(Street)

(Month/Day/Year) 08/29/2012

X\_ Officer (give title Other (specify below)

10% Owner

C/O 201 MITTEL DRIVE

4. If Amendment, Date Original

3. Date of Earliest Transaction

Chief Operating Officer 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ 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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) 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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Exercisable Date

Stock

Appreciation \$ 22.07 08/29/2012(1) A 543,872
Right (2) 06/06/2022 Common 543.872
Stock

Title

Amo

Num Share

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cohen Eric A.

C/O 201 MITTEL DRIVE Chief Operating Officer

WOOD DALE, IL 60191

# **Signatures**

/s/ Catherine V. Andrews, attorney-in-fact for Eric O8/07/2013

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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).
- The Issuer granted the stock appreciation right (the "SAR") on June 6, 2012 (the "Grant Date"), subject to stockholder approval of the

  (1) Issuer's 2012 Incentive Compensation Plan (the "2012 Plan") under which the SAR was granted. The Issuer's stockholders approved the
  2012 Plan on August 29, 2012.
  - The SAR vests and becomes exercisable in three equal installments on each of the first, second and third anniversaries of the Grant Date. However, the SAR provided that it was not to become exercisable until the date that is the later of (a) the date the Issuer's stockholders
- (2) approve the 2012 Plan and (b) the last of any seven Valuation Dates (as defined in the award agreement) within any period of ten or fewer Valuation Dates that commence after the Grant Date and prior to June 6, 2022, on each of which the market value per share of common stock (determined as provided in the award agreement) is at least \$22.07. Such market condition has been satisfied.

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.

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