

PIONEER POWER SOLUTIONS, INC.
 Form 4
 March 20, 2017

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 *
 MAZUREK NATHAN

2. Issuer Name and Ticker or Trading Symbol
 PIONEER POWER SOLUTIONS, INC. [PPSI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O PIONEER POWER SOLUTIONS, INC., 400 KELBY STREET 12TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 03/17/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

(Street)
 FORT LEE, NJ 07024

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

(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 Following 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			
Common Stock	03/17/2017		M	13,000 A \$ 4.53	13,000	D	
Common Stock					4,560,000	I	See ⁽¹⁾

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.53	03/17/2017		M	13,000	<u>(2)</u> 03/23/2017	Common Stock	13,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAZUREK NATHAN C/O PIONEER POWER SOLUTIONS, INC. 400 KELBY STREET 12TH FLOOR FORT LEE, NJ 07024	X	X	Chief Executive Officer	

Signatures

/s/ Nathan Mazurek
03/20/2017
Date

**Signature of Reporting Person

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).
- These securities are held by Provident Pioneer Partners, L.P. The reporting person is the majority stockholder and a control person of
- (1) Provident Canada Corp., the general partner of Provident Pioneer Partners, L.P. In such capacity, the reporting person may be deemed to beneficially own these securities.
 - (2) The option vested as to 4,334 shares on March 24, 2013, 4,333 shares on March 24, 2014, and 4,333 shares on March 24, 2015, subject to the terms and conditions of the Pioneer Power Solution, Inc. 2011 Long-Term Incentive Plan.

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.