

POWER SOLUTIONS INTERNATIONAL, INC.

Form 3

April 10, 2017

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 * Weichai America Corp. (Last) (First) (Middle) 3100 GOLF ROAD, (Street) ROLLING MEADOWS, IL 60008 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/31/2017	3. Issuer Name and Ticker or Trading Symbol POWER SOLUTIONS INTERNATIONAL, INC. [PSIX]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	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
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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, PAR VALUE \$0.001 PER SHARE	2,728,752	I <u>(1)</u> <u>(2)</u>	See Explanation of Responses <u>(1)</u> <u>(2)</u>

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 Security	5. Ownership Form of Derivative Security Direct (D)	6. In...
	Date Exercisable	Expiration Date			

			Amount or Number of Shares		or Indirect (I) (Instr. 5)
SERIES B CONVERTIBLE PERPETUAL PREFERRED STOCK (3) (4) (5)	Â (3)(4)(5)	Â (3)(4)(5)	COMMON STOCK 2,385,624 (3) (4) (5)	\$ 8 (3) (4) (5)	I (1) (2)
WARRANTS TO PURCHASE COMMON STOCK (3) (6) (7) (8) (9) (10)	09/30/2018(3)(6)(7)(8)(9)(10)	12/31/2018(3)(6)(7)(8)(9)(10)	COMMON STOCK 4,055,709 (3) (6) (7) (8) (9) (10)	\$ (3) (6) (7) (8) (9) (10)	I (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weichai America Corp. 3100 GOLF ROAD ROLLING MEADOWS, IL 60008	Â	Â X	Â	Â
Weichai Power Co., Ltd. SECTION A 197, FU SHOU EAST STREET, HIGH-TECH INDUSTRIAL DEV. ZONE WEIFANG, SHANDONG PROVINCE, F4 261061	Â	Â X	Â	Â
Shandong Heavy Industry Group Co., Ltd. #40-1 YANZI SHAN WEST ROAD JINING, SHANDONG PROVINCE, F4 250014	Â	Â X	Â	Â

Signatures

/s/ Huisheng Liu, Chairman, Weichai America Corp. **Signature of Reporting Person	04/07/2017 Date
/s/ Sun Shaojun, Executive President, Weichai Power Co., Ltd. **Signature of Reporting Person	04/07/2017 Date
/s/ Jiang Kui, President, Shandong Heavy Industry Group **Signature of Reporting Person	04/07/2017 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).
- (1) This report is filed jointly by Weichai America Corp., Weichai Power Co., Ltd. and Shandong Heavy Industry Group Co., Ltd. (collectively, the "Reporting Persons"). Weichai America Corp. is the direct owner of 2,728,752 shares of Common Stock of the Issuer, 2,385,624 shares of Series B Convertible Perpetual Preferred Stock, par value \$0.001 per share, of the Issuer ("Series B Preferred Stock") and warrants to purchase additional shares of Common Stock of the Issuer, and shares the power to vote and the power to dispose of all of such shares of Common Stock and Series B Preferred Stock with Weichai Power Co., Ltd. and Shandong Heavy

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Industry Group Co., Ltd. No individual has beneficial ownership over the Common Stock or Series B Preferred Stock beneficially owned by the Reporting Persons.

- (2) (Continued from footnote 1) Each of the Reporting Persons disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. This Form 3 shall not be deemed to be an admission that any Reporting Person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) On March 31, 2017 (the "Closing Date"), pursuant to a Share Purchase Agreement dated March 20, 2017 by and between the Issuer and Weichai America Corp. (the "Purchase Agreement"), the Issuer issued to Weichai America Corp. (i) 2,728,752 shares of Common Stock for an aggregate purchase price of \$21,830,016, or \$8.00 per share of Common Stock, (ii) 2,385,624 shares of Series B Convertible Perpetual Preferred Stock, par value \$0.001 per share, of the Issuer for an aggregate purchase price of \$38,169,984, or \$16.00 per share of Series B Preferred Stock, and (iii) a stock purchase warrant exercisable for 4,055,709 shares of Common Stock, or such number of additional shares of Common Stock such that upon exercise Weichai America Corp. holds an aggregate number of shares of Common Stock equal to 51% of the Common Stock outstanding (the "2018 Warrant").
- (4) (Continued from footnote 3) The Series B Preferred Stock will convert automatically into shares of Common Stock upon the Issuer's stockholders approving the proposals to issue Common Stock upon conversion of the Series B Preferred Stock for purposes of Nasdaq Listing Rule 5635, but are not otherwise convertible into shares of Common Stock, and Series B Preferred Stock does not entitle the holder thereof to exercise any voting rights with respect to the underlying shares of Common Stock issuable upon conversion.
- (5) (Continued from footnote 4) Under the Certificate of Designation of Series B Preferred Stock of the Issuer, upon the Issuer's stockholders approving the proposals to issue Common Stock upon conversion of the Series B Preferred Stock for purposes of Rule 312 of Nasdaq Listing Rule 5635, the 2,385,624 shares of Series B Preferred Stock of the Issuer acquired by Weichai America Corp. pursuant Purchase Agreement will automatically convert into 4,771,248 shares of Common Stock of the Issuer (reflecting an as converted price of \$8.00 per share of Common Stock), subject to adjustment.
- (6) The 2018 Warrant is exercisable for the sum of (a) 4,055,709 shares of Common Stock, and (b) any additional shares of Common Stock so that after the full and complete exercise of the 2018 Warrant (including the aggregate number of shares of Common Stock previously issued from time to time as a result of any partial exercise of the 2018 Warrant), Weichai America Corp., together with all of its affiliates and all persons to which it or its affiliates have transferred any shares of Common Stock or Series B Preferred Stock acquired under the Purchase Agreement, hold an aggregate number of shares of Common Stock (assuming the conversion of Series B Preferred Stock into Common Stock as of such time of such exercise) equal to 51% of the Common Stock deemed outstanding on the date of final exercise of the 2018 Warrant in full, subject to adjustment.
- (7) (Continued from footnote 6) The 2018 Warrant will become exercisable for a three-month period commencing upon the 18 month anniversary of the Closing Date, provided, however, that the 2018 Warrant may become exercisable prior to such date to the extent that the Issuer is in default under certain of its debt obligations and the Issuer's lenders accelerate such obligations.
- (8) (Continued from footnote 7) The 2018 Warrant will be exercisable at a price per share of Common Stock equal to 85% of the volume weighted average price of the Common Stock ("VWAP") during the 20 consecutive trading day period preceding the date of exercise, or 50% of such preceding VWAP price if the Issuer is delisted from Nasdaq as of the 18 month anniversary of the Closing Date (and if the 2018 Warrant is exercised prior to such date, the exercise price shall be appropriately adjusted depending on whether the Issuer is or is not delisted from Nasdaq on such date).
- (9) (Continued from footnote 8) The 2018 Warrant exercise price is subject to further reduction pursuant to a formula that provides for such adjustment in case the Issuer's 2017 adjusted EBITDA is less than \$22,000,000 or its net book value per share as of December 31, 2016 is less than \$8.00 (in each case as determined from the Issuer's audited financial statements for such fiscal years), provided that the aggregate amount of such downward adjustments in the 2018 Warrant exercise price shall not exceed \$15,000,000.
- (10) (Continued from footnote 9) If the Issuer's stockholders have not approved the proposals to issue Common Stock upon conversion of the Series B Preferred Stock for purposes of Rule 312 of Nasdaq Listing Rule 5635 prior to the exercise of the 2018 Warrant, the 2018 Warrant shall be exercisable for a number of shares of Series B Preferred Stock (instead of Common Stock) which are convertible into the number of shares of Common Stock for which the 2018 Warrant would otherwise be exercisable.

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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