

POWER SOLUTIONS INTERNATIONAL, INC.

Form 4

June 26, 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)  
06/24/2013

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.

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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) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|--------------------------------|--------------|--|---|
|                                 |                           |                                      |                                   |                                |              |  |   |



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On June 24, 2013, after the Tranche I Vesting Threshold had been met, Mr. Somodi transferred his right to receive the Tranche I Consideration to the issuer. On the same date, the reporting person paid the issuer \$2,500,000 in full satisfaction of his obligation to pay the Tranche I 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 I 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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