

Shandong Heavy Industry Group Co., Ltd.

Form 4

December 04, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Weichai America Corp.

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)

3100 GOLF ROAD,

(Street)

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

11/30/2017

\_\_\_\_ Director

\_\_\_\_ Officer (give title  
below)

\_\_X\_\_ 10% Owner

\_\_\_\_ Other (specify  
below)

ROLLING MEADOWS, IL 60008

(City)

(State)

(Zip)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_ Form filed by One Reporting Person

\_\_X\_\_ Form filed by More than One Reporting  
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |

Common  
Stock

11/30/2017

C

4,771,248

A

\$ 8

7,700,000

I

See  
Explanation  
of  
Responses  
(1)

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

**Persons who respond to the collection of  
information contained in this form are not  
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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 (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 Security (Instr. 3 and 4) |                 |              |                                                |
|------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|--------------|------------------------------------------------|
|                                                |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                            | Expiration Date | Title        | Amount of Underlying Security (Instr. 3 and 4) |
| Series B Convertible Perpetual Preferred Stock | \$ 8 <u>(2)</u>                                        | 11/30/2017                           |                                                    | C                              |                                                                                         | 2,385,624                                                |     | <u>(2)</u>                                                  | <u>(2)</u>      | Common Stock | 4,000,000                                      |
| Warrants to Purchase Common Stock              | <u>(2)</u>                                             |                                      |                                                    |                                |                                                                                         |                                                          |     | 09/30/2018                                                  | 12/31/2018      | Common Stock | 4,000,000                                      |

## Reporting Owners

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

## Signatures

|                                                                  |            |
|------------------------------------------------------------------|------------|
| /s/ Huisheng Liu, Chairman, Weichai America Corp.                | 12/04/2017 |
| _____<br>**Signature of Reporting Person                         | Date       |
| /s/ Sun Shaojun, Executive President, Weichai Power Co., Ltd.    | 12/04/2017 |
| _____<br>**Signature of Reporting Person                         | Date       |
| /s/Jiang Kui, President, Shandong Heavy Industry Group Co., Ltd. | 12/04/2017 |
| _____<br>**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).

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 the Common Stock referenced in this report and shares the power to vote and the power to dispose of all of such shares of Common Stock with the other Reporting Persons. No individual

(1) has beneficial ownership over the Common Stock beneficially owned by the Reporting Persons. Each of the Reporting Persons disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. This Form 4 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.

On November 30, 2017, the Issuer entered into a Securities Exchange Agreement with Weichai America Corp., pursuant to which (i) the 2,385,624 shares of Series B Preferred Stock (such shares of Series B Preferred Stock being convertible into two shares of Common Stock for each share of Series B Preferred Stock) held by Weichai America Corp. were exchanged for 4,771,248 shares of Common Stock and (ii) the 2018 Warrant was amended (the "Amended 2018 Warrant") to (a) provide that the Amended 2018 Warrant is

(2) exercisable for Common Stock without the requirement to obtain stockholder approval and is not exercisable for Series B Preferred Stock and (b) permit the Issuer to request the accelerated exercise of the Amended 2018 Warrant to the extent required to meet the funding needs of the Issuer. Other terms of the Amended 2018 Warrant as described in the Form 3 filed with the Securities and Exchange Commission by the Reporting Persons on April 10, 2017 remain the same.

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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