

POWERSECURE INTERNATIONAL, INC.
Form POS AM
May 09, 2016

As filed with the Securities and Exchange Commission on May 9, 2016

Registration Nos. 333-188170, 333-166591, 333-133636,

333-132151, 333-96369, 333-60925

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C., 20549

POST-EFFECTIVE AMENDMENT

TO

NO. 1 TO FORM S-3 REGISTRATION STATEMENT NO. 333-188170

NO. 1 TO FORM S-3 REGISTRATION STATEMENT NO. 333-166591

NO. 1 TO FORM S-3 REGISTRATION STATEMENT NO. 333-133636

NO. 1 TO FORM S-3 REGISTRATION STATEMENT NO. 333-132151

NO. 3 TO FORM S-3 REGISTRATION STATEMENT NO. 333-96369

NO 2. TO FORM S-3 REGISTRATION NO. 333-60925

UNDER

THE SECURITIES ACT OF 1933

POWERSECURE INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-1169358
(I.R.S. Employer
Identification No.)

1609 Heritage Commerce Court

Wake Forest, North Carolina 27587

(Address, including zip code, of principal executive offices)

Eric Dupont

Executive Vice President, Chief Financial Officer, Treasurer and Secretary

PowerSecure International, Inc.

1609 Heritage Commerce Court

Wake Forest, North Carolina 27587

(919) 556-3056

(Name, address and telephone number, including area code, of agent for service)

Copies to:

Joel T. May

Jones Day

1420 Peachtree Street

Atlanta, Georgia 30309

(404) 521-3939

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

| | |
|--|---|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input checked="" type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |

DEREGISTRATION OF UNSOLD SECURITIES

These Post-Effective Amendments relate to the following Registration Statements on Form S-3 (collectively, the Registration Statements) of PowerSecure International, Inc., a Delaware corporation (Registrant):

1. Registration Statement on Form S-3 (No. 333-188170), filed with the Securities and Exchange Commission (the Commission) on April 26, 2013, registering an indeterminate number of shares of the Registrant's common stock, par value \$.01 per share (Common Stock), preferred stock, par value \$.01 per share (Preferred Stock), warrants and units for offer and sale by the Registrant not to exceed an aggregate offering price of \$70,000,000 and 675,160 shares of Common Stock for resale by selling stockholders.
2. Registration Statement on Form S-3 (No. 333-166591), filed with the Commission on May 6, 2010, as amended by Amendment No. 1 thereto filed with the Commission on May 21, 2010, as further amended by Amendment No. 2 thereto filed with the Commission on May 26, 2010, registering an indeterminate number of shares of Common Stock, Preferred Stock, warrants and units for offer and sale by the Registrant and up to 1,025,641 shares of Common Stock for resale by selling stockholders, collectively not to exceed an aggregate offering price of \$70,000,000 for all securities registered under such Form S-3.
3. Registration Statement on Form S-3 (No. 333-133636), filed with the Commission on April 28, 2006, registering 2,403,000 shares of Common Stock for resale by selling stockholders.
4. Registration Statement on Form S-3 (No. 333-132151), filed with the Commission on March 2, 2006, registering 833,650 shares of Common Stock for resale by selling stockholders.
5. Registration Statement on Form S-3 (No. 333-96369), filed with the Commission on February 8, 2008, as amended by Amendment No. 1 thereto filed with the Commission on April 28, 2000, as further amended by Post-Effective Amendment No. 1 filed with the SEC on April 14, 2005, as further amended by Post-Effective Amendment No. 2 filed with the SEC on November 10, 2005, registering up to 3,991,079 shares of Common Stock, 7,000 shares of Preferred Stock for resale by selling stockholders.
6. Registration Statement on Form S-3 (No. 333-60925), filed with the Commission on August 7, 1998, as amended by Amendment No. 1 thereto filed with the Commission on September 4, 1998, as further amended by Post-Effective Amendment No. 1 thereto filed with the Commission on June 30, 2000, registering 936,347 shares of Common Stock for offer and sale by Registrant and 155,081 shares of Common Stock purchase warrants for resale by a selling stockholder.

On May 9, 2016, pursuant to the terms of an Agreement and Plan of Merger, dated as of February 24, 2016 (the Merger Agreement), by and among The Southern Company, a Delaware corporation (Southern Company), PSMS Corp., a Delaware corporation and wholly-owned subsidiary of Southern (Merger Sub), and Registrant, Southern Company completed its acquisition of the Company through the merger of Merger Sub with and into the Company (the Merger), with the Company continuing as the surviving corporation in the Merger and becoming a wholly-owned subsidiary of Southern Company.

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As a result of the consummation of the Merger and the transactions contemplated by the Merger Agreement, Registrant has terminated all offerings of securities pursuant to the above referenced Registration Statements. In accordance with an undertaking made by Registrant in each of the Registration Statements to remove from registration by means of a post-effective amendment any securities which remain unsold at the termination of such offering, Registrant is filing the Post-Effective Amendments to the Registration Statements to remove from registration all such securities registered pursuant to the Registration Statements that remain unsold as of the date hereof, if any.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused the Post-Effective Amendments to the Registration Statements on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wake Forest, State of North Carolina, on May 9, 2016.

**POWERSECURE INTERNATIONAL,
INC.**

By: /s/ Sidney Hinton
Sidney Hinton
Chairman, President and Chief Executive
Officer

Note: Pursuant to Rule 478 of the Securities Act of 1933, as amended, no other person is required to sign the Post-Effective Amendments to the Registration Statements.