Shandong Heavy Industry Group Co., Ltd.

Form 4

December 04, 2017

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

OMB

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Symbol

(Middle)

(Zip)

POWER SOLUTIONS INTERNATIONAL, INC. [PSIX] 5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

11/30/2017

Director Officer (give title below)

X 10% Owner Other (specify

3100 GOLF ROAD.

(City)

4. If Amendment, Date Original

Code V

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

ROLLING MEADOWS, IL 60008

(Street)

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(State)

3. 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 7. Nature of 6. Securities Ownership Indirect Beneficially Form: Beneficial Direct (D) Owned Ownership Following or Indirect (Instr. 4) Reported (I)

I

(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Price

See

Common 11/30/2017 Stock

 \mathbf{C} \$8 4,771,248 Α 7,700,000 **Explanation** of

Responses

(1)

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

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SEC 1474 (9-02)

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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. Transacti Code (Instr. 8)	orDeri Secu Acq Disp	umber of vative urities uired (A) or posed of (D) (r. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Series B Convertible Perpetual Preferred Stock	\$ 8 (2)	11/30/2017		С		2,385,624	(2)	(2)	Common Stock	4,
Warrants to Purchase Common Stock	(2)						09/30/2018	12/31/2018	Common Stock	4,

Relationships

Reporting Owners

Reporting Owner Name / Address

. 0	Director	10% Owner	Officer	Other			
Weichai America Corp. 3100 GOLF ROAD ROLLING MEADOWS, IL 60008		X					
Weichai Power Co., Ltd. SECTION A 197, FU SHOU EAST STREET HIGH-TECH INDUSTRIAL DEV. ZONE WEIFANG, SHANDONG PROVINCE, F4 261061		X					
Shandong Heavy Industry Group Co., Ltd. #40-1 YANZI SHAN WEST ROAD JINAN, SHANDONG PROVINCE, F4 250014		X					
Signatures							
/s/ Huisheng Liu, Chairman, Weichai America Corp.		12/04/2017					
**Signature of Reporting Person			Date				
/s/ Sun Shaojun, Executive President, Weichai Power Ltd.	· Co.,	12/04/2017					
**Signature of Reporting Person			Date				
/s/Jiang Kui, President, Shandong Heavy Industry Gr. Co., Ltd.	oup	12/04/2017					
**Signature of Reporting Person			Date				

Reporting Owners 2

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 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 for each share of Series B Preferred Stock) held by Weichai America Corp. were exchanged for 4,771,248 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 for each share of Series B Preferred Stock) held by Weichai America Corp. were exchanged for 4,771,248 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 for each share of Series B Preferred Stock (such shares of Series B Preferred Stock) held by Weichai America Corp. were exchanged for 4,771,248 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 for each share of Series B Preferred Stock (such shares of Series B Preferred Stock) held by Weichai America Corp.
- (2) Stock and (ii) the 2018 Warrant was amended (the "Amended 2018 Warrant") to (a) provide that the Amended 2018 Warrant is 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. 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.