

Shandong Heavy Industry Group Co., Ltd.
Form 4
December 04, 2017

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 *
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)
 10% Owner
____ Other (specify below)

ROLLING MEADOWS, IL 60008

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

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/30/2017		C		4,771,248	A	\$ 8 7,700,000

See 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)

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
Series B Convertible Perpetual Preferred Stock	\$ 8 ⁽²⁾	11/30/2017		C	2,385,624	⁽²⁾	⁽²⁾	Common Stock	4,000,000
Warrants to Purchase Common Stock	⁽²⁾					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. 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
⁽²⁾ Signature of Reporting Person	Date
/s/ Sun Shaojun, Executive President, Weichai Power Co., Ltd.	12/04/2017
⁽²⁾ Signature of Reporting Person	Date
/s/Jiang Kui, President, Shandong Heavy Industry Group Co., Ltd.	12/04/2017
⁽²⁾ 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

(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.

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