

POWER SOLUTIONS INTERNATIONAL, INC.
Form 424B3
September 04, 2012

**Filed Pursuant to Rule 424(b)(3) and Rule 424(c)
Registration File Nos. 333-176653 and 333-174543**

Prospectus Supplement No. 3

POWER SOLUTIONS INTERNATIONAL, INC.

2,090,591 Shares of Common Stock

This prospectus supplement no. 3 supplements the prospectus dated April 23, 2012, as supplemented by prospectus supplement no. 1 dated May 15, 2012 (Supplement No. 1) and prospectus supplement no. 2 dated August 14, 2012 (Supplement No. 2), which forms a part of each of our registration statements on Form S-1 (Registration File Nos. 333-176653 and 333-174543). This prospectus supplement is being filed to update and supplement the information included or incorporated by reference in the prospectus with the information contained in our current report on Form 8-K, filed with the Securities and Exchange Commission on September 4, 2012 (the Report). Accordingly, we have attached the Report to this prospectus supplement.

The prospectus and this prospectus supplement relate to the sale of up to 2,090,591 shares of Power Solutions International, Inc. common stock, par value \$0.001 per share, by the selling securityholders named in the Selling Securityholders section of the prospectus. We will not receive any proceeds from the sale of our shares by the selling securityholders.

Our common stock is quoted on the OTC Bulletin Board and the OTC Markets OTCQB tier under the symbol PSIX. On August 30, 2012, the last reported closing bid price of our common stock as reported on the OTC Bulletin Board was \$16.25 per share. These over-the-counter quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

Investing in the securities involves a high degree of risk. You should read the prospectus, Supplement No. 1, Supplement No. 2 and this prospectus supplement carefully before you invest. See *Risk Factors* beginning on page 5 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities offered hereby or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is September 4, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 29, 2012

Power Solutions International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-52213
(Commission
File Number)
201 Mittel Drive, Wood Dale, Illinois 60191

33-0963637
(IRS Employer
Identification No.)

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(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (630) 350-9400

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On August 29, 2012, Power Solutions International, Inc. (the **Company**) held its 2012 Annual Meeting of Stockholders (the **Annual Meeting**), at which the stockholders considered and approved the Power Solutions 2012 Incentive Compensation Plan (the **Plan**).

Effective upon such stockholder approval, 830,925 shares of the Company's common stock (the **Common Stock**) that were repurchased by the Company and are currently held in treasury are available for awards pursuant to the Plan. The Plan is administered by the Compensation Committee of the Board, which consists only of independent, non-employee directors.

The 2012 Plan is a broad-based plan which allows for a variety of different types of awards, including non-qualified options, incentive stock options, stock appreciation rights (**SARs**), restricted stock, deferred stock and performance units, to be made to the Company's executive officers, employees, consultants and directors. Currently, the only award outstanding under the Plan is a SAR granted to Eric A. Cohen, the Company's Chief Operating Officer, with respect to 543,872 shares of Common Stock. No shares of Common Stock could be issued pursuant to the SAR unless and until the Plan was approved by the Company's stockholders. A more complete description of the Plan and the SAR granted to Mr. Cohen can be found in the Company's definitive Proxy Statement for its Annual Meeting of Stockholders held on August 29, 2012, as filed with the Securities and Exchange Commission (the **Commission**), and in the Company's Current Report on Form 8-K, dated June 6, 2012, filed with the Commission on June 7, 2012 (the **Prior 8-K**).

Because benefits under the Plan will depend on the Compensation Committee's actions and the fair market value of the Common Stock at various future dates, the benefits payable under the Plan (other than as described above) are not currently determinable.

The foregoing descriptions of the Plan and the SAR award to Mr. Cohen are not complete and are in all respects qualified in their entirety by the actual provisions of the Stock Appreciation Rights Agreement, dated as of June 6, 2012, by and between the Company and Eric A. Cohen, and the Plan, copies of which were filed as Exhibits 10.2 and 10.3, respectively, to the Prior 8-K and are incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting held on August 29, 2012, the Company's stockholders (i) elected Gary S. Winemaster, Kenneth W. Landini, H. Samuel Greenawalt, Jay J. Hansen and Mary E. Vogt to the Company's Board of Directors, each for a one-year term expiring at the Company's 2013 Annual Meeting of Stockholders, (ii) approved the Plan, and (iii) ratified the appointment by the Company's Board of Directors of McGladrey LLP as the independent auditors of the Company's financial statements for the fiscal year ending December 31, 2012. The following summarizes the voting results on each of the proposals considered at the Annual Meeting:

| | Votes For | Votes Withheld | Votes Against | Abstentions | Broker Non-Votes |
|--|--------------|-------------------|------------------|-------------|---------------------|
| Election of Directors: | | | | | |
| Gary S. Winemaster | 7,997,836 | 78,400 | | | |
| Kenneth W. Landini | 7,997,836 | 78,400 | | | |
| H. Samuel Greenawalt | 8,072,933 | 3,303 | | | |
| Jay J. Hansen | 8,072,933 | 3,303 | | | |
| Mary E. Vogt | 8,072,933 | 3,303 | | | |
| Approval of the 2012 Power Solutions Incentive Compensation Plan | 8,070,933 | | 3,500 | 1,803 | |
| Ratification of the Appointment of McGladrey LLP | 8,073,236 | | 3,000 | | |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Exhibit Description |
|----------------|---|
| 10.1 | Stock Appreciation Rights Agreement, dated as of June 6, 2012, by and between Power Solutions International, Inc. and Eric Cohen (incorporated by reference from Exhibit 10.2 to the registrant's Current Report on Form 8-K, dated June 6, 2012, filed with the Commission on June 7, 2012). |
| 10.2 | Power Solutions International, Inc. 2012 Incentive Compensation Plan, as adopted by the Board of Directors on May 30, 2012 (incorporated by reference from Exhibit 10.3 to the registrant's Current Report on Form 8-K, dated June 6, 2012, filed with the Commission on June 7, 2012). |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

POWER SOLUTIONS INTERNATIONAL, INC.

By: /s/ Daniel P. Gorey
Daniel P. Gorey

Chief Financial Officer

Dated: September 4, 2012