

WESTPORT INNOVATIONS INC

Form F-4/A

December 28, 2015

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As filed with the Securities and Exchange Commission on December 28, 2015

No. 333-207523

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

**Form F-4/A**  
**(Amendment No. 1)**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**WESTPORT INNOVATIONS INC.**  
**(Exact name of registrant as specified in its charter)**

**Alberta**  
**(State or other jurisdiction of**

**3537**  
**(Primary Standard Industrial**

**Not Applicable**  
**(I.R.S. Employer**

**incorporation or organization)**                      **Classification Code Number)**                      **Identification Number)**  
**Suite 101, 1750 West 75th Avenue**  
**Vancouver, British Columbia**  
**Canada V6P 6G2**  
**(604) 718-2000**

**(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)**

**CT Corporation System**  
**111 Eighth Avenue**  
**New York, NY 10011**  
**USA**  
**(212) 590-9070**

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

*With copies to:*

**Gordon Caplan**  
**Matthew J. Guercio**  
**Willkie Farr & Gallagher LLP**  
**787 Seventh Avenue**  
**New York, New York 10019**  
**USA**

**Bruce Hibbard**  
**Bennett Jones LLP**  
**4500 Bankers Hall East**  
**855 2nd Street SW**  
**Calgary, AB T2P 4K7**  
**Canada**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this registration statement and all other conditions to the proposed transaction described herein have been satisfied or waived.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) 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 post-effective amendment filed pursuant to Rule 462(d) 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 applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

#### CALCULATION OF REGISTRATION FEE

<b>Title of Each Class of Securities to Be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee (3)</b>
Common Shares, par value \$0.001	38,521,193	N/A	\$128,826,161.44	\$12,972.80 (4)

- (1) Represents the maximum number of common shares of the registrant to be issued to holders of shares of common stock of Fuel Systems Solutions, Inc. ( Fuel Systems ) in connection with the proposed merger of Fuel Systems with and into a wholly-owned subsidiary of the registrant.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f) of the Securities Act of 1933, as amended (the Securities Act ). The proposed aggregate maximum offering price was calculated based upon the market value of shares of Fuel Systems common stock (the securities to be cancelled in the merger) in accordance with Rule 457(c) as follows: (i) the product of (A) \$7.12, the average of the high and low price per share of Fuel Systems common stock on the NASDAQ Stock Market on October 14, 2015 and (B) 18,093,562, the maximum possible number of shares of Fuel Systems common stock that may be cancelled and exchanged in the merger.
- (3) Computed in accordance with Section 6(b) of the Securities Act at a rate equal to \$100.70 per \$1,000,000 of the proposed maximum aggregate offering price.
- (4) Previously paid.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer, solicitation or sale is not permitted.**

**PRELIMINARY SUBJECT TO COMPLETION DATED DECEMBER 28, 2015**

[ ], 2016

**PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT**

To our Stockholders:

Each of the boards of directors of Westport Innovations Inc. ( Westport ) and Fuel Systems Solutions, Inc. ( Fuel Systems ) has unanimously approved a strategic transaction for the combination of Westport and Fuel Systems, as described below (the merger ). Fuel Systems is sending you this proxy statement/prospectus to invite you to attend a special meeting of Fuel Systems stockholders being held to vote on the merger and to ask you to vote at the special meeting in favor of adopting the agreement and plan of merger.

**The Merger**

Westport and Fuel Systems entered into an agreement and plan of merger on September 1, 2015 (the merger agreement ) pursuant to which, subject to Fuel Systems and Westport stockholder approval and certain other customary closing conditions, Fuel Systems and Westport will combine their businesses through the merger of Whitehorse Merger Sub Inc. ( Merger Sub ) a newly formed, wholly owned subsidiary of Westport with Fuel Systems, with Fuel Systems thereupon becoming a wholly owned subsidiary of Westport.

**Share Consolidation**

If the merger is completed, each Fuel Systems stockholder will receive 2.129 common shares of Westport for each share of Fuel Systems common stock owned. This exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to the closing. No fractional shares of Westport common shares will be issued in the merger, and holders of shares of Fuel Systems common stock will, instead, receive cash in lieu of any fractional shares of Westport common shares. Upon completion of the merger, Fuel Systems former stockholders will own approximately 37.6% of the then outstanding Westport common shares, based on the number of shares and equity awards of Westport and Fuel Systems outstanding on December 23, 2015. The value of the merger consideration to be received in exchange for each share of Fuel Systems common stock will fluctuate with the market value of Westport common shares until the merger is completed.

**The Premium**

Based on the closing sale price for Westport common shares on August 31, 2015, the last trading day before public announcement of the merger, the 2.129 exchange ratio represented approximately \$7.54 per share in value for each share of Fuel Systems common stock. Based on the closing sale price for Westport common shares on [ ], 2016, the last trading day before the printing of this proxy statement/prospectus, the 2.129 exchange ratio represented approximately \$[ ] in value for each share of Fuel Systems common stock.

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Westport common shares are listed on the NASDAQ Stock Market ( NASDAQ ) under the symbol WPRT and on the Toronto Stock Exchange (the TSX ) under the symbol WPT. Fuel Systems common stock is listed on NASDAQ under the symbol FSYS. The shares listed on the TSX are expressed in Canadian dollars and the shares listed on NASDAQ are in U.S. dollars. We urge you to obtain current market quotations for the common shares of Westport and the shares of common stock of Fuel Systems.

**Your Vote is Important**

**The vote of Fuel Systems stockholders is very important regardless of the number of shares of Fuel Systems common stock you own. The merger cannot be completed unless Fuel Systems stockholders adopt the merger agreement. Fuel Systems is holding a special meeting of its stockholders to vote on the proposal necessary to complete the merger and certain related matters. Information about this meeting, the merger and the other business to be considered by Fuel Systems stockholders at the special meeting is contained in this proxy statement/prospectus. We urge you to read this proxy statement/prospectus carefully. You should also carefully consider the risks that are described in the Risk Factors section beginning on page 20.**

Whether or not you plan to attend Fuel Systems special meeting of stockholders, please submit your proxy as soon as possible to make sure that your shares are represented at that meeting.

The Fuel Systems board of directors unanimously recommends that Fuel Systems stockholders vote FOR the proposal to adopt the merger agreement, which is necessary to complete the merger.

Sincerely,

Mariano Costamagna

Chief Executive Officer

Fuel Systems Solutions, Inc.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the merger or the other transactions described in this proxy statement/prospectus or the securities to be issued in connection with the merger or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

This proxy statement/prospectus is dated [ ], 2016, and is first being mailed to stockholders of Fuel Systems on or about [ ], 2016.

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**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON [ ], 2016**

To the Stockholders of Fuel Systems Solutions, Inc.:

Notice is hereby given that a special meeting of stockholders of Fuel Systems Solutions, Inc. will be held at the offices of Day Pitney LLP, 7 Times Square, 20th Floor, New York, New York 10036, on [ ], 2016 at [ ], Eastern Time, for the following purposes:

1. ***Merger proposal:*** To approve the merger and adopt the merger agreement, dated as of September 1, 2015, by and among Westport Innovations Inc., Whitehorse Merger Sub Inc. and Fuel Systems Solutions, Inc., as the same may be amended from time to time, a copy of which is attached as Annex A to the proxy statement/prospectus accompanying this notice.
2. ***Amendments to Non-Employee Directors Restricted Stock Awards proposal:*** To approve amendments to awards of restricted stock issued to Fuel Systems non-employee directors providing that the vesting date shall be the earlier of the vesting date set forth in the award or a change in control of Fuel Systems.
3. ***Advisory Compensation proposal:*** To consider and vote on a proposal to approve, on an advisory (non-binding) basis, the payments that will or may be paid by Fuel Systems to its named executive officers in connection with the merger.
4. ***Adjournment proposal:*** To consider and vote on a proposal to approve any motion to adjourn the Fuel Systems special meeting, if necessary to solicit additional proxies if there are not sufficient votes to approve the Merger proposal at the time of the Fuel Systems special meeting.

Approval of the Merger proposal is required for completion of the merger. The Amendments to Non-Employee Directors Restricted Stock Awards proposal, the Advisory Compensation proposal, and the Adjournment proposal are not a condition to the obligations of Westport or Fuel Systems to complete the merger.

Fuel Systems will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

The Fuel Systems board of directors has set December 14, 2015 as the record date for the special meeting. Only holders of record of shares of Fuel Systems common stock at the close of business on December 14, 2015 will be entitled to notice of and to vote at the Fuel Systems special meeting and any adjournments or postponements thereof.

**Your vote is very important. To ensure your representation at the Fuel Systems special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet.** Please vote promptly whether or not you expect to attend the Fuel Systems special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the Fuel Systems special meeting.



**The Fuel Systems board of directors has unanimously approved the merger agreement and the transactions contemplated thereby and recommends that you vote FOR the Merger proposal, FOR the Amendments to Non-Employee Directors Restricted Stock Awards proposal, FOR the Advisory Compensation proposal, and FOR the Adjournment proposal.**

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By Order of the Board of Directors,

Kevin Buckley

Secretary

[ ], 2016

*New York, New York*

**PLEASE SUBMIT YOUR PROXY PROMPTLY FOLLOWING THE INSTRUCTIONS ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT SUBMITTING A PROXY FOR YOUR SHARES, PLEASE CALL LAUREL HILL ADVISORY GROUP AT (888) 742-1305 (BANKS AND BROKERS CALL COLLECT AT (516) 933-3100).**

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**ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates by reference important business and financial information about Westport and Fuel Systems from other documents that are not included in or delivered with this proxy statement/prospectus. For a listing of the documents incorporated by reference into this proxy statement/prospectus, see *Where You Can Find More Information* beginning on page 143.

You can obtain any of the documents incorporated by reference into this proxy statement/prospectus by requesting them in writing or by telephone from Laurel Hill Advisory Group, Fuel Systems proxy solicitor, at the following address and telephone number:

2 Robbins Lane, Suite 201

Jericho, New York 11753

Banks and Brokers Call (516) 933-3100

All Others Call Toll-Free (888) 742-1305

**To receive timely delivery of the documents in advance of the special meeting, you should make your request no later than [ ], 2016.**

You may also obtain any of the documents incorporated by reference into this proxy statement/prospectus without charge through the Securities and Exchange Commission, or the SEC, website at [www.sec.gov](http://www.sec.gov). In addition, you may obtain copies of documents filed by Westport with the SEC by accessing Westport's website at [www.westport.com](http://www.westport.com) under the tab *Company* and then under the heading *Investors*. You may also obtain copies of documents filed by Fuel Systems with the SEC by accessing Fuel Systems' website at [www.fuelsystemssolutions.com](http://www.fuelsystemssolutions.com) under the tab *Investor Relations*.

**We are not incorporating the contents of the websites of the SEC, Westport, Fuel Systems or any other entity into this proxy statement/prospectus. We are providing the information about how you can obtain certain documents that are incorporated by reference into this proxy statement/prospectus at these websites only for your convenience.**

**ABOUT THIS DOCUMENT**

This document, which forms part of a registration statement on Form F-4 filed with the SEC by Westport (File No. 333-207523), constitutes a prospectus of Westport under Section 5 of the Securities Act of 1933, as amended (the *Securities Act*), with respect to Westport common shares to be issued pursuant to the merger agreement. This document also constitutes a notice of meeting and a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended (the *Exchange Act*), with respect to the special meeting of Fuel Systems stockholders, at which Fuel Systems stockholders will be asked to consider and vote on, among other matters, a proposal to adopt the merger agreement and approve the merger.

You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this proxy statement/prospectus. This proxy statement/prospectus is dated [ ], 2016. The information contained in this proxy statement/prospectus is accurate only as of that date or, in the case of

information in a document incorporated by reference, as of the date of such document, unless the information specifically indicates that another date applies. Neither the mailing of this proxy statement/prospectus to Fuel Systems stockholders nor the issuance by Westport of its shares pursuant to the merger agreement will create any implication to the contrary.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which it is unlawful to make any such offer or solicitation in such jurisdiction.

The information concerning Westport contained in this proxy statement/prospectus or incorporated by reference has been provided by Westport, and the information concerning Fuel Systems contained in this proxy statement/prospectus or incorporated by reference has been provided by Fuel Systems.

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Annex H Definitive Proxy Statement on Schedule 14A of Fuel System Solutions, Inc. filed April 14, 2015

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**QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING**

*The following questions and answers briefly address some commonly asked questions about the Fuel Systems special meeting. They do not include all the information that is important to stockholders of Fuel Systems. Stockholders should carefully read this entire proxy statement/prospectus, including the annexes and the other documents referred to herein.*

**Q: Why am I receiving this proxy statement/prospectus?**

A: Westport and Fuel Systems have agreed to a merger, pursuant to which Fuel Systems will merge with Merger Sub, a newly formed, direct wholly owned subsidiary of Westport. Fuel Systems is sending these materials to its stockholders to help them decide how to vote their shares of Fuel Systems common stock with respect to the merger and other matters to be considered at the special meeting.

The merger cannot be completed unless Fuel Systems stockholders adopt the merger agreement. Fuel Systems is holding a special meeting of its stockholders to vote on the proposals necessary to complete the merger. Information about the special meeting, the merger and the other business to be considered by stockholders at the special meeting is contained in this proxy statement/prospectus.

This document constitutes both a proxy statement of Fuel Systems and a prospectus of Westport. It is a proxy statement because the board of directors of Fuel Systems is soliciting proxies from its stockholders. It is a prospectus because Westport will issue its common shares in exchange for outstanding shares of Fuel Systems common stock in the merger as described in this proxy statement/prospectus.

Fuel Systems' board of directors is soliciting proxies for the special meeting. You are receiving a proxy statement because you owned shares of Fuel Systems' common stock on December 14, 2015, and that entitles you to vote at the meeting. By use of a proxy, you can vote whether or not you attend the meeting. This proxy statement describes the matters on which we would like you to vote and provides information on those matters so that you can make an informed decision.

**Q: What will happen in the merger?**

A: Under the merger agreement, Merger Sub, a direct wholly owned subsidiary of Westport, will merge with and into Fuel Systems, with Fuel Systems continuing as the surviving entity and a wholly owned subsidiary of Westport, in a transaction which is referred to as the merger.

**Q: What will I receive in the merger?**

A: You will receive 2.129 Westport common shares for each share of Fuel Systems common stock held by you, which is referred to as the exchange ratio. This exchange ratio will not be adjusted to reflect changes in the stock price of either company before the merger is completed. No fractional Westport common shares will be issued in

the merger, and holders of shares of Fuel Systems common stock will, instead, receive cash in lieu of any fractional Westport common shares.

**Q: When do Westport and Fuel Systems expect to complete the merger?**

A: Westport and Fuel Systems are working to complete the merger as soon as practicable. If the stockholders of Fuel Systems approve the merger, Westport and Fuel Systems currently expect that the merger will be completed by February 16, 2016. Neither Westport nor Fuel Systems can predict, however, the actual date on which the merger will be completed because it is subject to conditions beyond each company's control, including the approval of the Merger proposal by Fuel Systems' stockholders and the approval of the issuance of the merger consideration by Westport's shareholders. See "The Merger Agreement - Conditions to Completion of the Merger" beginning on page 81.

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**Q: What happens if the merger is not completed?**

A: If the Merger proposal is not approved by Fuel Systems stockholders or if the merger is not completed for any other reason, you will not receive any form of consideration for your shares of Fuel Systems common stock in connection with the merger. Instead, Fuel Systems will remain an independent publicly traded corporation and its common stock will continue to be listed and traded on NASDAQ. If the merger agreement is terminated under specified circumstances, including in certain circumstances in connection with an alternative proposal, or if there is a change in recommendation by the Fuel Systems board, Fuel Systems will be required to pay a termination fee in the amount USD \$5.5 million. Following payment of the termination fee, Fuel Systems will not have any further liability to Westport in respect of the merger agreement (other than liability for any willful breach or fraud). See *The Merger Agreement Effect of Termination; Termination Fees* beginning on page 97.

**Q: What am I being asked to vote on?**

A: Fuel Systems stockholders are being asked to vote on the following proposals:

1. ***The Merger proposal:*** To approve the merger and adopt the merger agreement, a copy of which is attached as Annex A to this proxy statement/prospectus.
2. ***The Amendments to Non-Employee Directors Restricted Stock Awards proposal:*** To approve amendments to awards of restricted stock issued to Fuel Systems non-employee directors providing that the vesting date shall be the earlier of the vesting date set forth in the award or a change in control of Fuel Systems.
3. ***The Advisory Compensation proposal:*** To consider and vote on a proposal to approve, on an advisory (non-binding) basis, the payments that will or may be paid by Fuel Systems to its named executive officers in connection with the merger.
4. ***The Adjournment proposal:*** To consider and vote on a proposal to approve any motion to adjourn the Fuel Systems special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the Merger proposal at the time of the Fuel Systems special meeting.

**Q: Who is entitled to vote at the Fuel Systems special meeting?**

A: Only Fuel Systems stockholders of record at the close of business on December 14, 2015, which is referred to herein as the record date, are entitled to receive notice of and to participate in the special meeting. If you were a Fuel Systems stockholder of record at the close of business on the record date, you will be entitled to vote all of the shares that you held on that date at the meeting, or any postponements or adjournments of the special meeting.

**Q: How many votes do I have?**

A: You will be entitled to one vote for each outstanding share of Fuel Systems common stock you owned as of the record date on each matter considered at the meeting. As of the record date, there were 18,093,562 shares of Fuel Systems common stock outstanding and eligible to vote. There is no cumulative voting.

**Q: What vote is required to approve each proposal at the Fuel Systems Special Meeting?**

A: The vote required to approve each proposal at the Fuel Systems Special Meeting is as follows:

1. ***The Merger proposal:*** The affirmative vote of holders of a majority of the outstanding shares of Fuel Systems common stock entitled to vote. Abstentions and broker non-votes would have the same effect as a vote AGAINST the proposal.

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2. ***The Amendments to Non-Employee Directors Restricted Stock Awards proposal:*** The affirmative vote of holders of a majority of the shares of Fuel Systems common stock present in person or by proxy and entitled to vote at the special meeting. Abstentions would have the same effect as a vote AGAINST the proposal. Broker non-votes will have no effect on the outcome of this proposal.
  
3. ***The Advisory Compensation proposal:*** The affirmative vote of holders of a majority of the shares of Fuel Systems common stock present in person or by proxy and entitled to vote at the special meeting. This vote is advisory and therefore not binding on Fuel Systems board of directors. In reviewing the results of this advisory vote, the Fuel Systems board of directors expects to consider votes cast FOR or AGAINST the proposal. Due to the unique nature of this advisory vote, the Fuel Systems board of directors does not expect to consider abstentions as votes cast either in favor of or against the proposal in determining the outcome of this advisory vote. Broker non-votes will have no effect on the outcome of this proposal.
  
4. ***The Adjournment proposal:*** The affirmative vote of holders of a majority of the shares of Fuel Systems common stock present in person or by proxy and entitled to vote at the special meeting. Abstentions would have the same effect as a vote AGAINST the proposal. Broker non-votes will have no effect on the outcome of this proposal.

**Q: What constitutes a quorum?**

A: The presence at the meeting, in person or by proxy, of the holders of one-third of the aggregate voting power of Fuel Systems common stock outstanding on the record date will constitute a quorum, permitting the conduct of business at the special meeting. Abstentions and broker non-votes, if any, which are described below, will be treated as present for the purposes of determining the presence or absence of a quorum for each special meeting.

**Q: How does the board of directors of Fuel Systems recommend that I vote?**

A: The Fuel Systems board of directors recommends that Fuel Systems stockholders vote FOR the Merger proposal, FOR the Amendments to Non-Employee Directors Restricted Stock Awards proposal, FOR the Advisory Compensation proposal, and FOR the Adjournment proposal.

**Q: What do I need to do now?**

A: After carefully reading and considering the information contained in this proxy statement/prospectus, please vote your shares as soon as possible so that your shares will be represented at Fuel Systems special meeting. Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker, bank or other nominee.

**Q: How do I vote?**

A: Stockholders may vote by attending the special meeting and voting in person. We urge you to vote by proxy even if you plan to attend the special meeting so that Fuel Systems will know as soon as possible that enough votes will be present for it to hold the meeting. If you attend the meeting in person, you may vote at the special meeting and your proxy will not be counted.

You may also vote your shares without attending the special meeting. Stockholders may vote by using one of these alternative methods:

(1) Via the Internet at [www.proxyvote.com](http://www.proxyvote.com);

(2) By telephone at 1-800-690-6903 and follow the instructions for telephone voting; or



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- (3) By completing and mailing a proxy card to Voting Processing c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

Proxy cards submitted by mail must be received by Broadridge no later than [ ], 2016 to be voted at the special meeting.

If you hold your shares in street name and you plan to vote in person at the special meeting, you must obtain a proxy from the bank, broker or other record holder to vote at the meeting. Please refer to the voter instruction cards used by your bank, broker or other record holder for specific instructions on methods of voting, including by telephone or using the Internet.

Your shares will be voted as you indicate. If you submit your proxy but you do not indicate your voting preferences, then the individuals named on the proxy will vote your shares in accordance with the recommendations of the Fuel Systems board of directors. The Fuel Systems board of directors and management do not currently intend to present any matters at the special meeting other than those outlined in the notice of the special meeting. Should any other matter requiring a vote of stockholders arise, stockholders submitting their proxy confer upon the individuals named in the proxy discretionary authority to vote the shares represented by such proxy on any such other matter in accordance with their best judgment.

**Q: When and where is the Fuel Systems special meeting?**

A: The special meeting of Fuel Systems stockholders will be held at the offices of Day Pitney LLP, 7 Times Square, 20th Floor, New York, New York 10036, on [ ], 2016 at [ ], Eastern Time.

**Q: Who can attend the meeting?**

A: All Fuel Systems stockholders as of the record date, or their duly appointed proxies, may attend the meeting. Fuel Systems invited guests may also attend the meeting. If you attend, please note that you will be asked to present valid picture identification and your proxy card to enter the meeting. Cameras (including cell phones with photographic capabilities), recording devices and other electronic devices will not be permitted at the meeting. Please also note that if you hold your shares in street name, you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date and check in at the registration desk at the meeting. Please note that the document evidencing your stockholdings to be used to gain entry to the meeting is non-transferable.

**Q: My shares are held in street name by my broker, so I am a non-registered stockholder. Will my broker automatically vote my shares for me?**

A: No. If your shares are held in the name of a bank, broker or other nominee, you are considered the beneficial owner of the shares held for you in what is known as street name. You are not the record holder or registered holder of such shares. If this is the case, this proxy statement/prospectus has been forwarded to you by your bank, broker or other nominee. As the beneficial owner, you have the right to direct your bank, broker or other nominee

as to how to vote your shares. If you do not provide voting instructions to your bank, broker or other nominee, your shares will not be voted on any proposal, unless your bank, broker or other nominee has discretionary authority to vote with respect to the proposal, which is called a broker non-vote. Banks, brokers or other nominees do not have discretionary authority with respect to any of the proposals being voted on at the special meeting, and therefore, if you do not provide voting instructions, your shares will not be voted. Broker non-votes will have the same effect as a vote AGAINST the Merger proposal and will have no effect on the Amendment to Non-Employee Directors Restricted Stock Awards proposal, the Advisory Compensation proposal or the Adjournment proposal. However, Fuel Systems anticipates that there will not be any broker non-votes cast in connection with any of the proposals.

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Please follow the voting instructions provided by your bank, broker or other nominee so that it may vote your shares on your behalf. Please note that you may not vote shares held in street name by returning a proxy card directly to Fuel Systems or by voting in person at the special meeting, unless you first provide a proxy from your bank, broker or other nominee.

**Q: What will happen if I return my proxy or voting instruction card without indicating how to vote?**

A: If you sign and return your proxy or voting instruction card without indicating how to vote on any particular proposal, the Fuel Systems common stock represented by your proxy will be voted as recommended by the Fuel Systems board of directors with respect to that proposal. Unless a Fuel Systems stockholder checks the box on its proxy card to withhold discretionary authority, the proxy holders may use their discretion to vote on other matters relating to the Fuel Systems special meeting.

**Q: May I revoke my proxy or change my vote after I have delivered my proxy or voting instruction card?**

A: Yes. You may change your vote at any time before your proxy