POWER SOLUTIONS INTERNATIONAL, INC.
Form 4
August 07, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cohen Eric A.

(Last) (First) (Middle)

C/O 201 MITTEL DRIVE

(Street)

WOOD DALE, IL 60191

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
POWER SOLUTIONS INTERNATIONAL, INC. [PSIX]

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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			

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amoun Underlying Securiti (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Stock Appreciation Right	$ 22.07	08/29/2012(1)	A		543,872 (2)		(2)	06/06/2022	Common Stock	543, (2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohen Eric A. C/O 201 MITTEL DRIVE WOOD DALE, IL 60191			Chief Operating Officer	

Signatures

/s/ Catherine V. Andrews, attorney-in-fact for Eric Cohen	08/07/2013
**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).

(1) The Issuer granted the stock appreciation right (the "SAR") on June 6, 2012 (the "Grant Date"), subject to stockholder approval of the Issuer's 2012 Incentive Compensation Plan (the "2012 Plan") under which the SAR was granted. The Issuer's stockholders approved the 2012 Plan on August 29, 2012.

(2) The SAR vests and becomes exercisable in three equal installments on each of the first, second and third anniversaries of the Grant Date. However, the SAR provided that it was not to become exercisable until the date that is the later of (a) the date the Issuer's stockholders approve the 2012 Plan and (b) the last of any seven Valuation Dates (as defined in the award agreement) within any period of ten or fewer Valuation Dates that commence after the Grant Date and prior to June 6, 2022, on each of which the market value per share of common stock (determined as provided in the award agreement) is at least $22.07. Such market condition has been satisfied.

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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