

As filed with the Securities and Exchange Commission on December 6, 2018.
Registration No. 333-191712

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

**Post-Effective Amendment No. 1 to
FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Power Solutions International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

33-0963637

(I.R.S. Employer Identification No.)

201 Mittel Drive

Wood Dale, IL

(Address of principal executive offices)

60191

(Zip Code)

Power Great Lakes, Inc. Employees 401(K) Profit Sharing Plan

(Full title of the plan)

John P. Miller

Chief Executive Officer and President

Power Solutions International, Inc.

201 Mittel Drive, Wood Dale, IL 60191

(Name and address of agent for service)

(630) 350-9400

(Telephone number, including area code, of agent for service)

With a copy to:

Michael L. Zuppone, Esq.

Paul Hastings LLP

200 Park Avenue

New York, NY 10166

(212) 318-6000

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

x

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE
DEREGISTRATION OF SECURITIES

Power Solutions International, Inc. (the “Company”), is filing this Post-Effective Amendment to Registration Statement on Form S-8 to deregister certain securities originally registered by the Company on its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on October 15, 2013 (File No. 333-191712) (the “Prior Registration Statement”), which registered shares of the Company’s common stock, par value \$0.001 per share (“common stock”), for offer and sale pursuant to the Power Great Lakes, Inc. Employees 401(K) Profit Sharing Plan (the “Plan”) as well as an indeterminate amount of plan interests to be offered or sold pursuant to the Plan.

Effective as of October 30, 2018, the Plan ceased offering shares of common stock as an investment option. As a result, and in accordance with undertakings made by the Company in the Prior Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the offering, the Company hereby removes from registration 70,000 shares of common stock and all interests in the Plan that had been registered under the Prior Registration Statement but that remain unissued as of the date hereof.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wood Dale, State of Illinois, on December 6, 2018.

POWER SOLUTIONS INTERNATIONAL, INC.

By: /s/ John P. Miller

Name: John P. Miller

Title: Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John P. Miller</u> John P. Miller	Chief Executive Officer and President (Principal Executive Officer)	December 6, 2018
<u>/s/ Charles F. Avery, Jr.</u> Charles F. Avery, Jr.	Chief Financial Officer (Principal Financial Officer)	December 6, 2018
<u>/s/ Donald P. Klein</u> Donald P. Klein	Corporate Controller (Principal Accounting Officer)	December 6, 2018
<u>/s/ Shaojun Sun</u> Shaojun Sun	Chairman of the Board and Director	December 6, 2018
<u>/s/ Kui Jiang</u> Kui Jiang	Director	December 6, 2018
<u>/s/ Jason Lin</u> Jason Lin	Director	December 6, 2018
<u>/s/ Leslie A. Coolidge</u> Leslie A. Coolidge	Director	December 6, 2018
<u>/s/ Kenneth W. Landini</u> Kenneth W. Landini	Director	December 6, 2018
<u>/s/ Frank P. Simpkins</u> Frank P. Simpkins	Director	December 6, 2018
<u>/s/ Huisheng Liu</u> Huisheng Liu	Director	December 6, 2018

