

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): July 14, 2022**

**Power Solutions International, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-35944**  
(Commission  
File Number)

**33-0963637**  
(I.R.S. Employer  
Identification No.)

**201 Mittel Drive, Wood Dale, Illinois 60191**  
(Address of Principal Executive Offices, and Zip Code)

**(630) 350-9400**  
Registrant's Telephone Number, Including Area Code

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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	-	-

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

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

On July 14, 2022, Power Solutions International, Inc. (the “Company”) held its 2022 Annual Meeting of Stockholders. All matters submitted for approval by the Company’s stockholders, as described in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on May 31, 2022, were approved. The number of shares of common stock entitled to vote at the Company’s 2022 Annual Meeting of Stockholders was 22,926,875, representing the number of shares outstanding as of May 16, 2022, the record date for the annual meeting. The voting details follow below.

**Proposal No. 1: Election of Directors**

The following nominees were elected to the Board for a one-year term expiring at the Company’s 2023 Annual Meeting, as follows:

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
Fabrizio Mozzi	15,793,098	32,415	1,737	2,874,857
Shaojun Sun, Ph.D.	15,797,698	27,815	1,737	2,874,857
Sidong Shao	13,646,512	2,178,816	1,922	2,874,857
Kenneth W. Landini	15,155,207	668,696	3,347	2,874,857
Lei Lei	13,627,678	2,197,650	1,922	2,874,857
Frank P. Simpkins	13,007,956	2,814,847	4,447	2,874,857
Hong He	12,989,341	2,815,987	21,922	2,874,857

**Proposal No. 2: Ratification of Appointment of BDO USA, LLP to Serve as the Company’s Independent Registered Public Accounting Firm for the Company for the Fiscal Year Ending December 31, 2022**

The ratification of BDO USA, LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022, was approved as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
18,687,616	14,056	435

**Proposal No. 3: Approval, on an Advisory, Non-binding Basis, the Compensation of the Company’s Named Executive Officers**

The Company’s named executive officer compensation was approved on an advisory, non-binding basis, as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
15,774,447	52,803	0	2,874,857

**Proposal No. 4: Approval of the Amendment and Restatement of the Company's 2012 Incentive Compensation Plan, to Among Other Things, Extend the Expiration Date**

The amendment and restatement of the 2012 Incentive Compensation Plan was approved as follows:

FOR  
15,806,325

AGAINST  
20,100

ABSTAIN  
825

BROKER  
NON-VOTES  
2,874,857

**SIGNATURE**

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

**Power Solutions International, Inc.**

Dated: July 18, 2022

By: /s/ June Gu

Name: June Gu

Title: Interim General Counsel