
**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): April 17, 2017

Power Solutions International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35944
(Commission
File Number)

33-0963637
(IRS Employer
Identification No.)

201 Mittel Drive, Wood Dale, Illinois 60191
(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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On April 17, 2017, Power Solutions International, Inc. (the “Company”) (Nasdaq: PSIX) received a notice from The Nasdaq Stock Market (“Nasdaq”) stating that its Nasdaq Hearings Panel (the “Panel”) had determined to delist the shares of the Company’s common stock from Nasdaq, and accordingly, would suspend trading in the Company’s common stock effective at the open of business on April 19, 2017. The Company has not yet decided whether to request a review of the decision by the Nasdaq Listing and Hearing Review Council. The right to request the review expires on May 1, 2017. Nasdaq will complete the delisting by filing a Form 25-NSE (Notification of Removal from Listing and/or Registration under Section 12(b) of the Securities Exchange Act of 1934) after applicable appeal periods have lapsed.

As previously reported, the Company is not in compliance with Nasdaq Listing Rule 5250(c)(1), which requires listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission (the “SEC”).

Following suspension of trading of the Company’s common stock, the Company’s shares will be quoted on the OTC Pink market electronic quotation service operated by OTC Markets Group Inc. under the trading symbol PSIX. For quotes or additional information on the OTC Pink market, visit <http://www.otcmarkets.com>.

The Company intends to promptly seek relisting of its common stock on a securities exchange once it has completed the restatement of its financial statements and it is current in its SEC filing obligations.

On April 18, 2017, the Company issued a press release announcing the Panel decision. A copy of the press release is filed herewith as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

Quotation of the Company’s common stock on the OTC Pink may result in a less liquid trading market and more volatility in the trading price for the common stock. There can be no assurance that a liquid trading market for the Company’s common stock will develop while it is quoted in the over-the-counter market.

Caution Regarding Forward-Looking Statements

This Form 8-K includes information that constitutes forward-looking statements. Forward-looking statements often address our expected future business and financial performance, and often contain words such as “believe,” “expect,” “anticipate,” “intend,” “plan,” or “will.” By their nature, forward-looking statements address matters that are subject to risks and uncertainties. Any such forward-looking statements may involve risk and uncertainties that could cause actual results to differ materially from any future results encompassed within the forward-looking statements. Factors that could cause or contribute to such differences include: the final results of the Audit Committee’s internal review as it impacts the Company’s accounting, accounting policies and internal control over financial reporting; the reasons giving rise to the resignation of the Company’s former independent registered public accounting firm; the time and effort required to complete the restatement of the affected financial statements and amend the related Form 10-K and Form 10-Q filings; any adverse effects on the Company’s business resulting from Nasdaq’s delisting of the Company’s common stock; the subsequent discovery of additional adjustments to the Company’s previously issued financial statements; the timing of completion of necessary re-audits, interim reviews and audits by the new independent registered public accounting firm; the timing of completion of steps to address and the inability to address and remedy, material weaknesses; the identification of additional material weaknesses or significant deficiencies; the inability to re-list the Company’s common stock on a securities exchange and any delays in obtaining such listing; variances in non-recurring expenses; risks relating to the substantial costs and diversion of personnel’s attention and resources deployed to address the financial reporting and internal control matters and related class action litigation; the impact of the resignation of the Company’s former independent registered public accounting firm on the Company’s relationship with its lender and trade creditors and the potential for defaults and exercise of creditor remedies and the implications of the same for its strategic alternatives process; the impact of the previously disclosed investigation initiated by the SEC and any related or additional governmental investigative or enforcement proceedings; the impact of the resignation of the Company’s CEO; management’s ability to successfully implement the recommendations of the Audit Committee. Actual events or results may differ materially from the Company’s expectations. The Company’s forward-looking statements are presented as of the date hereof. Except as required by law, the Company expressly disclaims any intention or obligation to revise or update any forward-looking statements, whether as a result of new information, future events, changed circumstances or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release of Power Solutions International, Inc. dated April 18, 2017.

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/ William Buzogany

William Buzogany

General Counsel

Dated: April 18, 2017



Power Solutions International, Inc.

201 Mittel Dr.
Wood Dale, IL 60191
www.psiengines.com

Power Solutions International Announces Receipt of Nasdaq Delisting Notice; Common Stock Expected to Be Quoted on the OTC Pink Market

WOOD DALE, Ill., April 18, 2017 — Power Solutions International, Inc. (“the Company”) (Nasdaq:PSIX), a leader in the design, engineer and manufacture of emissions-certified, alternative-fuel power systems, announced that on April 17, 2017, the Company received notification from The NASDAQ Stock Market LLC (“Nasdaq”) that the Hearings Panel has determined to delist the Company’s common stock from Nasdaq, and will suspend trading in the shares effective at the open of business on April 19, 2017. The Nasdaq Hearings Panel’s determination was made in connection with the Company’s non-compliance with Securities and Exchange Act (“SEC”) filing requirements as set forth in Nasdaq Listing Rule 5250(c)(1).

Following the suspension of trading on Nasdaq, the Company expects its common stock will be quoted on the OTC Pink market electronic quotation service operated by OTC Markets Group Inc. until such time as the Company becomes current in its reporting obligations with the SEC and seeks to relist the common stock on a national exchange. The common stock will continue to trade under the symbol PSIX. For quotes or additional information on the OTC Pink market, please visit <http://www.otcmarkets.com>.

Ray Anderson, interim chief executive officer, commented, “While we are disappointed with the Nasdaq delisting, it does not in any way impact our strategic collaboration agreement with Weichai, our business activities, or our valued relationships with customers, suppliers and employees. We remain focused on driving the adoption of our engines and technologies across the globe as we strive to generate sustainable sales growth and profitability. At the same time, we continue to diligently work to restate our financials and become current with our reporting obligations with the SEC. Once that process is complete, we will seek to relist the Company’s common stock on a major exchange. We are appreciative of Weichai’s support as we work to become compliant and look forward to executing on the multiple growth and cost savings opportunities we believe we can achieve through our partnership.”

The Company currently anticipates completing the restatement and becoming current with all of its SEC filings by August of 2017; however, there can be no assurance that the process will be completed by that time.

About Power Solutions International, Inc.

Power Solutions International, Inc. (PSI or the Company) is a leader in the design, engineer and manufacture of emissions-certified, alternative-fuel power systems. PSI provides integrated turnkey solutions to leading global original equipment manufacturers in the industrial and on-road markets. The Company's unique in-house design, prototyping, engineering and testing capacities allow PSI to customize clean, high-performance engines that run on a wide variety of fuels, including natural gas, propane, biogas, gasoline and diesel.

PSI develops and delivers powertrains purpose built for the Class 3 through Class 7 medium duty trucks and buses for the North American and Asian markets, which includes work trucks, school and transit buses, terminal tractors, and various other vocational vehicles. In addition, PSI develops and delivers complete industrial power systems that are used worldwide in stationary and mobile power generation applications supporting standby, prime, distributed generation, demand response, and co-generation power (CHP) applications; and mobile industrial applications that include forklifts, aerial lifts, industrial sweepers, aircraft ground support, arbor, agricultural and construction equipment. For more information on PSI, visit www.psiengines.com.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements regarding the current expectations of the Company about its prospects and opportunities. These forward-looking statements are covered by the "Safe Harbor for Forward-Looking Statements" provided by the Private Securities Litigation Reform Act of 1995. The Company has tried to identify these forward looking statements by using words such as "expect," "contemplate," "anticipate," "estimate," "plan," "will," "would," "should," "forecast," "believe," "outlook," "guidance," "projection," "target" or similar expressions, but these words are not the exclusive means for identifying such statements. The Company cautions that a number of risks, uncertainties and other factors could cause the Company's actual results to differ materially from those expressed in, or implied by, the forward-looking statements, including, without limitation, the final results of the Audit Committee's internal review as it impacts the Company's accounting, accounting policies and internal control over financial reporting; the reasons giving rise to the resignation of the Company's former independent registered public accounting firm; the time and effort required to complete the restatement of the affected financial statements and amend the related Form 10-K and Form 10-Q filings; any adverse effects on the Company's business resulting from Nasdaq's delisting of the Company's common stock; the subsequent discovery of additional adjustments to the Company's previously issued financial statements; the timing of completion of necessary re-audits, interim reviews and audits by the new independent registered public accounting firm; the timing of completion of steps to address and the inability to address and remedy, material weaknesses; the identification of additional material weaknesses or significant deficiencies; the inability to re-list the Company's common stock on a securities exchange and any delays in obtaining such listing; risks relating to the substantial costs and diversion of personnel's attention and resources deployed to address the financial reporting and internal control matters and related class action litigation; the impact of the resignation of the Company's former independent registered public accounting firm on the Company's relationship with its lender and trade creditors and the potential for defaults and exercise of creditor remedies and the implications of

the same for its strategic alternatives process; the impact of the previously disclosed investigation initiated by the SEC and any related or additional governmental investigative or enforcement proceedings. Actual events or results may differ materially from the Company's expectations. The Company's forward-looking statements are presented as of the date hereof. Except as required by law, the Company expressly disclaims any intention or obligation to revise or update any forward-looking statements, whether as a result of new information, changed circumstances, future events or otherwise.

Contact:

Power Solutions International, Inc.

Jeremy Lessaris

VP of Global Marketing & Communications

+1 (630) 350-9400

jlessaris@psiengines.com

Power Solutions International, Inc.

Philip Kranz

Director of Investor Relations

+1 (630) 451-5402

Philip.Kranz@psiengines.com