

WESTPORT INNOVATIONS INC

Form 6-K

November 27, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16

UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of **November, 2012**

Commission File Number: 001-34152

WESTPORT INNOVATIONS INC.

(Translation of registrant's name into English)

Suite 101, 1750 West 75th Avenue, Vancouver, British Columbia, Canada, V6P 6G2

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

☐ Form 20-F ☐ Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☐

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

EXHIBIT INDEX

Exhibit Description

99.1	News Release Dated November 26, 2012 - Westport Announces Advanced LNG Tank System for Natural Gas Trucks
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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, thereunto duly authorized.

Westport Innovations Inc.
(Registrant)

Date: November 26, 2012 By: /s/ Bill Larkin
Bill Larkin

Chief Financial Officer

block; MARGIN-LEFT: 0pt; TEXT-INDENT: 0pt; MARGIN-RIGHT: 0pt" align="center">1,965,812

2,307,692

0

5.01%

1,099,384

0

1,965,812

1,208,308

0

3.77%

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Sandelman Partners Multi-Strategy Master Fund, Ltd.(10)
c/o Sandelman Partners LP
500 Park Avenue
New York, NY 10022

0

1,179,487

1,384,615

0

3.07%

659,631

0

1,179,487

724,984

0

2.29%

Summit Capital Partners, LP(11)
600 University Street
Suite 2304
Seattle, WA 98101

213,500

393,162

461,538

0

1.30%

219,877

213,500

393,162

241,661

0

1.04%

Wolverine Convertible Arbitrage Funds Trading Limited(12)
175 West Jackson #208
Chicago, IL 60604

0

796,581

935,043

0

2.09%

445,454

0

796,581

489,589

0

1.56%

GPC LX, LLC(13)
c/o Guggenheim Advisors, LLC
135 East 57th Street
11th Floor
New York, NY 10022

0

88,034

103,419

0

*

49,269

0

88,034

54,150

0

*

UBS AG Canada Branch(14)
161 Bay Street
Suite 4100
P.O. Box 617
Toronto, ON M5J 2S1 Canada

0

1,965,812

2,307,692

0

5.01%

1,099,384

0

1,965,812

1,208,308

0

3.77%

Small Ventures USA, LP(15)
5161 San Felipe
Suite 320
Houston, TX 77056

0

0

427,350

0

*

203,590

0

0

223,760

0

*

Guy O. Dove, III
P.O. Box 796
Middleburg, VA 20118

30,000

0

427,350

0

*

203,590

30,000

0

223,760

0

*

Investor Company(16)
c/o TD Waterhouse Canada Inc.
22 St. Clair Ave East
18th Floor
Toronto, ON M4T 2S3 Canada

9,417,737

2,538,462

5,942,735

1,677,322

21.45%

8,481,197

9,417,737

0

0

1,677,322

21.45%

Nesbitt Burns ITF Millennium Partners LP(16)
1 First Canadian Place
35th Floor
Toronto, ON M5X 1H5 Canada

0

0

1,231,624

0

1.50%

1,231,624

0

0

0

0

*

Investor Company(17)
c/o TD Waterhouse Canada Inc.
22 St. Clair Ave East
18th Floor
Toronto, ON M4T 2S3 Canada

4,350,039

623,932

4,008,547

449,260

10.95%

4,632,479

4,350,039

0

0

449,260

5.89%

Band & Co.
(17)

c/o US Bank
NA

1555 N.
Rivercenter
Dr.

Suite 302 –
Physicals

Milwaukee,
WI 53212

0	0	13,675	0	*	13,675	0	0	0	0	*
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J. Scott

Zimmerman

1550 Larimer

Street, No. 265

Denver, CO

80202	1,340,500	0	25,641	27,500	1.72%	25,641	1,340,500	0	0	27,500	1.69%
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* Indicates less than 1%

- (1) Beneficial ownership is determined under the rules of the SEC and includes voting or investment power with respect to the securities.
- (2) Percentages are based on there being 81,087,320 issued and outstanding common shares. The number of common shares outstanding used in calculating the percentage for each listed selling shareholder includes the common shares underlying warrants, options, the Series A Notes and/or the Series B Notes held by that person, but excludes common shares underlying warrants, options, the Series A Notes or the Series B Notes held by any other person.
- (3) Assumes all of the common shares registered are sold.
- (4) Stewart R. Flink, Robert Hoyt and Daniel T. Warsh have investment power and voting control over these securities. Crestview Capital Master, LLC is an affiliate of a registered broker-dealer.
- (5) GLG Partners, L.P., which serves as the investment manager to GLG North American Opportunity Fund, may be deemed to be the beneficial owner of all shares owned by the GLG North American Opportunity Fund. Each of Noam Gottesman, Emmanuel Roman, and Pierre Lagrange, who are Managing Directors of the general partner of GLG Partners, L.P., have investment power and voting control over these securities, and may be deemed to be the beneficial owner of all shares owned by the GLG North American Opportunity Fund. Each of GLG Partners, L.P., the general partner and Messrs. Gottesman, Roman and Lagrange disclaim any beneficial ownership of any such shares, except for their pecuniary interest therein.
- (6) Heights Capital Management, Inc., the authorized agent of Capital Ventures International has discretionary authority to vote and dispose of the shares held by Capital Ventures International and may be deemed to be the beneficial owner of these shares. Martin Kobinger, in his capacity as Investment Manager of Heights Capital Management, Inc., may also be deemed to have investment discretion and voting power over the securities held by Capital Ventures International. Mr. Kobinger disclaims any such beneficial ownership of the securities. Capital Ventures International is affiliated with one or more registered broker-dealers.
- (7) Joshua Silverman has investment power and voting control over these securities. Mr. Silverman disclaims beneficial ownership of these securities.
- (8) Kellogg Capital Group LLC is a member of the National Association of Securities Dealers Regulation, Inc., and accordingly is deemed to be an underwriter. Charles K. Kellogg and Nicholas Cappelleri have investment power and voting control over these securities.
- (9) J.W. Beavers, Jr., trustee of the shareholder has investment power and voting control over these securities.

- (10) Sandelman Partners, LP has investment power and voting control over these securities. Sandelman Partners, LP's general partner is Sandelman Partners GP, LLC. Jonathan Sandelman is Sandelman Partners GP, LLC's managing member and has investment power and voting control over these securities.
- (11) John Rudolf and Matt Rudolf have investment power and voting control over these securities. Summit Capital Partners I, LLC is Summit Capital Partners, LP's general partner.
- (12) Rob Bellick has investment power and voting control over these securities.
- (13) GPC LX, LLC's limited liability company manager is Guggenheim Advisors, LLC, which is a wholly owned subsidiary of Guggenheim Alternative Asset Management, LLC. The Governor and Company of the Bank of Ireland, through its subsidiaries, owns a majority of the limited liability company membership interests in Guggenheim Alternative Asset Management, LLC. The investment manager of GPC LX, LLC is Wolverine Asset Management, LLC. Christopher Gust is the portfolio manager that oversees the investment of assets of GPC LX, LLC on behalf of Wolverine Asset Management, LLC and has investment power and voting control over these securities. The Governor and Company of the Bank of Ireland, through its subsidiaries, owns a majority of IAM Capital Corporation. IAM Capital Corporation is a broker/dealer registered with the Securities and Exchange Commission and is a member of the National Association of Securities Dealers Regulation, Inc. IAM Capital Corporation was organized for the limited purpose of offering investments in limited partnerships to which IAM Capital Corporation's parent, Iridian Asset Management LLC, acts as the investment advisor.
- (14) UBS AG Canada Branch is an affiliate of a registered broker-dealer. James E. Estey and Charles Dietz have investment power and voting control over these securities.
- (15) William O. Perkins III has investment power and voting control over these securities.
- (16) Trapeze Asset Management Inc. is the beneficial owner of these securities. Randall Abramson and Trapeze Asset Management Inc., 1346049 Ontario Limited have investment power and voting control over Trapeze Asset Management Inc. and has investment power and voting control over these securities.
- (17) Trapeze Capital Corp. is the beneficial owner of these securities. Randall Abramson and Trapeze Capital Corp., 1346049 Ontario Limited have investment power and voting control over Trapeze Capital Corp. and have investment power and voting control over these securities.

On January 29, 2007, there were 80,479,820 common shares issued and outstanding, 64,314,844 of which were held by persons other than any of the selling shareholders, any of our affiliates or any affiliate of any of the selling shareholders. On March 29, 2007, there were 80,479,820 common shares issued and outstanding, 64,314,844 of which were held by persons other than any of the selling shareholders, any of our affiliates or any affiliate of any of the selling shareholders. The table below sets forth certain information relating to previous resale transactions by the selling shareholders.

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Selling Shareholder	Number of Common Shares Registered for Resale in Prior Registration Statements	Number of Common Shares Registered for Resale Still Held by Selling Shareholder (1)	Number of Registered Common Shares Sold by Selling Shareholder (1)	Number of Common Shares Registered for Resale in this Transaction
Crestview Capital Master, LLC	1,269,648	1,269,648 (2)	0	439,754 (3)
GLG North American Opportunity Fund	6,348,240	6,348,240 (2)	0	2,198,769 (3)
Capital Ventures International	1,541,800	844,126 (2)	697,674	219,877 (3)
Iroquois Master Fund Ltd.	785,986	669,716 (2)	116,270	219,877 (3)
Kellogg Capital Group LLC	1,269,648	1,269,648 (2)	0	439,754 (3)
William Herbert Hunt Trust Estate	3,174,120	3,174,120 (2)	0	1,099,384 (3)
Sandelman Partners Multi-Strategy Master Fund, Ltd.	1,904,471	1,904,471 (2)	0	659,631 (3)
Summit Capital Partners, LP	634,823	634,823 (2)	0	219,877 (3)
Wolverine Convertible Arbitrage Funds Trading Limited	1,286,170	1,286,170 (2)	0	445,454 (3)
GPC LX, LLC	142,184	142,184 (2)	0	49,269 (3)
UBS AG Canada Branch	3,174,120	3,174,120 (2)	0	1,099,384 (3)
Small Ventures USA, LP	223,760	223,760 (2)	0	203,590 (3)
Guy O. Dove, III	223,760	223,760 (2)	0	203,590 (3)
J. Scott Zimmerman	910,500	910,500	0	25,641 (3)

(1) This information was provided by the selling shareholder in a Selling Securityholder Questionnaire completed by the selling shareholder in connection with this registration statement.

(2) These common shares are underlying warrants and convertible notes held by the selling shareholder.

(3) These common shares are underlying the Series A Notes and/or Series B Notes held by the selling shareholder.

We are not aware of any selling shareholder with an existing short position in our common shares. On June 26, 2007, GLG Partners, L.P., which serves as the investment manager to GLG North American Opportunity Fund, a selling shareholder in this offering, agreed to pay more than \$3.2 million to settle enforcement actions brought by the SEC for illegal short selling in connection with 14 public offerings.

PLAN OF DISTRIBUTION

We are registering the common shares issuable upon conversion of the Series A Notes and the Series B Notes to permit the resale of these common shares by the holders of the Series A Notes and the Series B Notes from time to time after the effectiveness of the registration statement. We will not receive any of the proceeds from the sale by the selling shareholders of the common shares. We will bear all fees and expenses incident to our obligation to register the common shares.

The selling shareholders may sell all or a portion of the common shares beneficially owned by them and offered hereby from time to time directly or through one or more underwriters, broker-dealers or agents. If the common shares are sold through underwriters or broker-dealers, the selling shareholders will be responsible for underwriting discounts or commissions or agent's commissions. The common shares may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices. These sales may be effected in transactions, which may involve crosses or block transactions:

- on any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale;
 - in the over-the-counter market;
 - in transactions otherwise than on these exchanges or systems or in the over-the-counter market;
 - through the writing of options, whether such options are listed on an options exchange or otherwise;
 - ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
 - purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
 - an exchange distribution in accordance with the rules of the applicable exchange;
 - privately negotiated transactions;
 - short sales entered into after the effective date of the registration statement;
 - sales pursuant to Rule 144;
- broker-dealers may agree with the selling shareholders to sell a specified number of such shares at a stipulated price per share;
 - a combination of any such methods of sale; and
 - any other method permitted pursuant to applicable law.

If the selling shareholders effect such transactions by selling common shares to or through underwriters, broker-dealers or agents, such underwriters, broker-dealers or agents may receive commissions in the form of discounts, concessions or commissions from the selling shareholders or commissions from purchasers of the common shares for whom they may act as agent or to whom they may sell as principal (which discounts, concessions or commissions as to particular underwriters, broker-dealers or agents may be in excess of those customary in the types of transactions involved). In connection with sales of the common shares or otherwise, the selling shareholders may enter into hedging transactions with broker-dealers, which may in turn engage in short sales of the common shares in the course of hedging in positions they assume. The selling shareholders may also sell common shares short and deliver common shares covered by the registration statement to close out short positions and to return borrowed shares in connection with such short sales. The selling shareholders may also loan or pledge common shares to broker-dealers that in turn may sell such shares.

The selling shareholders may pledge or grant a security interest in some or all of the Series A Notes, the Series B Notes or common shares issuable upon conversion thereof owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the common shares from time to time pursuant to the registration statement or any amendment to the registration statement under Rule 424(b)(3) or other applicable provision of the Securities Act of 1933, as amended, amending, if necessary, the list of selling shareholders to include the pledgee, transferee or other successors in interest as selling shareholders under the registration statement and the related prospectus. The selling shareholders also may transfer and donate the common shares in other circumstances in which case the transferees, donees, pledgees or other successors in interest will be the selling beneficial owners for purposes of the registration statement and the related prospectus.

The selling shareholders and any broker-dealer participating in the distribution of the common shares may be deemed to be “underwriters” within the meaning of the Securities Act, and any commission paid, or any discounts or concessions allowed to, any such broker-dealer may be deemed to be underwriting commissions or discounts under the Securities Act. Kellogg Capital Group, LLC is a registered “broker-dealer”, and, accordingly, is deemed to be an underwriter. At the time a particular offering of the common shares is made, a prospectus supplement, if required, will be distributed which will set forth the aggregate amount of common shares being offered and the terms of the offering, including the name or names of any broker-dealers or agents, any discounts, commissions and other terms constituting compensation from the selling shareholders and any discounts, commissions or concessions allowed or reallocated or paid to broker-dealers.

Under the securities laws of some states, the common shares may be sold in such states only through registered or licensed brokers or dealers. In addition, in some states the common shares may not be sold unless such shares have been registered or qualified for sale in such state or an exemption from registration or qualification is available and is complied with.

There can be no assurance that any selling shareholder will sell any or all of the common shares registered pursuant to the registration statement.

The selling shareholders and any other person participating in such distribution will be subject to applicable provisions of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, including, without limitation, Regulation M of the Exchange Act, which may limit the timing of purchases and sales of any of the common shares by the selling shareholders and any other participating person. Regulation M may also restrict the ability of any person engaged in the distribution of the common shares to engage in market-making activities with respect to the common shares. All of the foregoing may affect the marketability of the common shares and the ability of any person or entity to engage in market-making activities with respect to the common shares.

We will pay all expenses of the registration of the common shares pursuant to the registration rights agreement, estimated to be \$46,444 in total, including, without limitation, Securities and Exchange Commission filing fees and expenses of compliance with state or provincial securities or “blue sky” laws; provided, however, that a selling

shareholder will pay all underwriting discounts and selling commissions, if any. We will indemnify the selling shareholders against liabilities, including some liabilities under the Securities Act, in accordance with the registration rights agreement, or the selling shareholders will be entitled to contribution. We may be indemnified by the selling shareholders against civil liabilities, including liabilities under the Securities Act, that may arise from any written information furnished to us by the selling shareholder specifically for use in the registration statement and the related prospectus, in accordance with the registration rights agreement, or we may be entitled to contribution.

Once sold under the registration statement and the related prospectus, the common shares will be freely tradable in the hands of persons other than our affiliates.

LEGAL MATTERS

The validity of the issuance of the common shares offered by this prospectus will be passed upon for us by Bull, Housser & Tupper, LLP, Vancouver, British Columbia, Canada.

EXPERTS

The consolidated financial statements incorporated in this prospectus by reference from our Annual Report on Form 10-K for the year ended December 31, 2006 have been audited by Hein & Associates LLP, an independent registered public accounting firm, and Amisano Hanson, Chartered Accountants, as stated in their report, which is incorporated herein by reference, and have been so incorporated in reliance upon the report of such firms given upon their authority as experts in accounting and auditing.

The reserve estimates in this prospectus have been prepared by Sproule Associates, Inc., independent reservoir engineers, and Netherland, Sewell & Associates, Inc. independent reservoir engineers, and have been included in reliance on the report of such firms given upon their authority as experts in reserve engineering.

ENFORCEMENT OF CIVIL LIABILITIES

We are incorporated under the laws of the Province of British Columbia, Canada. Further, some of our assets are located outside of the United States. Consequently, it may be difficult for United States investors to effect service of process in the United States upon our directors or officers who are not residents of the United States, or to realize in the United States upon judgments of United States courts predicated upon civil liabilities under the U.S. securities laws. A judgment of a U.S. court predicated solely upon such civil liabilities would probably be enforceable in Canada by a Canadian court if the U.S. court in which the judgment was obtained had jurisdiction, as determined by the Canadian court, in the matter. There is substantial doubt whether an original action could be brought successfully in Canada against any of such persons or Storm Cat predicated solely upon such civil liabilities.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC, a registration statement on Form S-1, of which this prospectus is a part, under the Securities Act with respect to the common shares offered hereby. This prospectus does not contain all of the information included in the registration statement. Statements in this prospectus concerning the provisions of any document are not necessarily complete. You should refer to the copies of the documents filed as exhibits to the registration statement or otherwise filed by us with the SEC for a more complete understanding of the matter involved. Each statement concerning these documents is qualified in its entirety by such reference.

We are subject to the informational requirements of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and, accordingly, file reports, proxy statements and other information with the SEC. The SEC maintains a web site at <http://www.sec.gov> that contains reports and information statements and other information regarding registrants that file electronically with the SEC. You may read and copy the registration statement, these reports and other information at the public reference facility maintained by the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, DC 20549. You may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330.

You may read and copy our SEC reports and other information at the American Stock Exchange at 86 Trinity Place, New York, New York 10006.

INCORPORATION BY REFERENCE

The SEC allows us to "incorporate by reference" in this prospectus the information that we file with them. This means that we can disclose important information to you in this document by referring you to other filings we have made with the SEC. The information incorporated by reference is considered to be part of this prospectus. We incorporate by reference the documents listed below:

- our Definitive Proxy Statement on Schedule 14A filed with the SEC on March 1, 2007 (Commission File No. 001-32628);
- our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 30, 2007 (Commission File No. 001-32628);
- our Annual Report on Form 10-K for our fiscal year ended December 31, 2006, filed with the SEC on March 16, 2007 (Commission File No. 001-32628);
- our Quarterly Reports on Form 10-Q for our fiscal quarters ended March 31, 2007, June 30, 2007 and September 30, 2007 filed with the SEC on May 10, 2007, August 9, 2007 and November 8, 2007 (Commission File No. 001-32628);

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- our Current Reports on Forms 8-K filed with the SEC on January 25, February 5, March 12, April 5, April 10, May 31, June 26, July 11, August 10, September 25, October 1, November 8 and December 28, 2007 (Commission File No. 001-32628) and the Current Report on Form 8-K/A filed with the SEC on May 22, 2007 (Commission File No. 001-32628); and
- the description of our common shares as set forth in our registration statement on Form 8-A filed with the SEC on September 26, 2005 (Commission File No. 001-32628).

This prospectus may contain information that updates, modifies or is contrary to information in one or more of the documents incorporated by reference in this prospectus. Reports we file with the SEC after the date of this prospectus may also contain information that updates, modifies or is contrary to information in this prospectus or in documents incorporated by reference in this prospectus. Investors should review these reports as they may disclose a change in our business, prospects, financial condition or other affairs after the date of this prospectus.

Upon your written or oral request, we will provide at no cost to you a copy of any and all of the information that is incorporated by reference in this prospectus.

Requests for such documents should be directed to:

Paul Wiesner
Chief Financial Officer
Storm Cat Energy Corporation
1125 17th Street, Suite 2310
Denver, Colorado 80202
Telephone: (303) 991-5070

You may also access the documents incorporated by reference in this prospectus through our website www.stormcatenergy.com. Except for the specific incorporated documents listed above, no information available on or through our website shall be deemed to be incorporated in this prospectus or the registration statement of which it forms a part.

21,882,826 Shares

Common Shares
