

POWER SOLUTIONS INTERNATIONAL, INC.

Form 8-K

September 03, 2013

**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): August 28, 2013**

**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)**

**201 Mittel Drive, Wood Dale, Illinois 60191**

**33-0963637**  
**(IRS Employer**

**Identification No.)**

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

At the Annual Meeting held on August 28, 2013, the Company's stockholders (i) re-elected Gary S. Winemaster, Kenneth W. Landini, H. Samuel Greenawalt, Jay J. Hansen and Mary E. Vogt to the Company's Board of Directors, each for a one-year term expiring at the Company's 2014 Annual Meeting of Stockholders, (ii) approved an amendment to the Power Solutions International, Inc. 2012 Incentive Compensation Plan to increase the number of shares of common stock available for issuance under that plan by 700,000 shares; (iii) approved, in a non-binding advisory vote, the compensation paid to our named executive officers as set forth in the proxy statement; (iv) recommended, in a non-binding advisory vote, that a stockholder vote to approve the compensation paid to our named executive officers should occur every two years; and (v) ratified the appointment by the Board of Directors of independent registered public accounting firm McGladrey LLP as the independent auditors of the Company's financial statements for the year ending December 31, 2013.

The following summarizes the voting results on each of the proposals considered at the Annual Meeting:

	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
<b>Election of Directors:</b>					
Gary S. Winemaster	7,487,010			4,534	1,795,910
Kenneth W. Landini	7,487,010			4,534	1,795,910
H. Samuel Greenawalt	7,487,010			4,534	1,795,910
Jay J. Hansen	7,487,010			4,534	1,795,910
Mary E. Vogt	7,487,010			4,534	1,795,910
<b>Approval of the amendment to the 2012 Power Solutions Incentive Compensation Plan</b>					
	7,376,933		111,385	3,226	1,795,910
<b>Approval, in a non-binding advisory vote, of the compensation paid to our named executive officers</b>					
	7,476,796		10,512	4,236	1,795,910
<b>Ratification of the Appointment of McGladrey LLP</b>					
	9,008,806		775	217	277,656
Recommendation, in a non-binding advisory vote, of whether a non-binding advisory stockholder vote to approve the compensation paid to our named executive officers should occur every one, two or three years.					

<b>Votes For One Year</b>	<b>Votes For Two Years</b>	<b>Votes For Three Years</b>	<b>Broker Non-Votes</b>
2,982,833	4,329,701	6,426	1,968,494

**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/ Daniel P. Gorey  
Daniel P. Gorey  
Chief Financial Officer

Dated: September 3, 2013