

POWER SOLUTIONS INTERNATIONAL, INC.

Form NT 10-Q

November 10, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 12b-25**

**SEC File Number 001-35944**

**CUSIP Number 73933G**

**NOTIFICATION OF LATE FILING**

(Check one)      Form 10-K      Form 20-F      Form 11-K      Form 10-Q  
                         Form 10-D      Form N-SAR      Form N-CSR

For Period Ended: September 30, 2016

Transition Report on Form 10-K  
Transition Report on Form 20-F  
Transition Report on Form 11-K  
Transition Report on Form 10-Q  
Transition Report on Form N-SAR

For Transition Period Ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I REGISTRANT INFORMATION**

**Power Solutions International, Inc.**

**Full Name of Registrant**

**Not Applicable**

**Former Name if Applicable**

**201 Mittel Drive**

**Address of Principal Executive Office** (*Street and Number*)

**Wood Dale, Illinois 60191**

**City, State and Zip Code**

**PART II RULES 12b-25(b) and (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

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As previously announced by Power Solutions International, Inc. (the Company), the Audit Committee is overseeing an independent internal review relating to allegations made by a former employee concerning the Company's financial reporting. Because the internal review is not complete, the Company is unable to complete its financial statements and file its Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 (the Form 10-Q) by the prescribed due date for such filing. The Company plans to file the Form 10-Q as soon as practicable following the completion of the internal review, but does not expect to file the Form 10-Q on or before the expiration of the 5 calendar day extension period provided in Rule 12b-25(b).

**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification.

<b>Michael P. Lewis</b> (Name)	<b>(630)</b> (Area Code)	<b>350-9400</b> (Telephone Number)
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(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).      Yes      No  
The Company has not yet filed its Form 10-Q for the quarter ended June 30, 2016.

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?      Yes      No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company expects that the results of operations for the quarter ended September 30, 2016 will continue to be impacted, in part, by lower demand in the oil and gas sector.

Until the independent review is complete, the Company is unable to finalize its financial statements for the quarter ended September 30, 2016, provide comparative period financial results and report its final results. Upon such finalization, the Company will be in a position to provide a reasonable estimate of its financial results for the period.

**Power Solutions International, Inc.**

**(Name of Registrant as Specified in Charter)**

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date    November 10, 2016

By      /s/ Michael P. Lewis  
Name   Michael P. Lewis  
Title   Chief Financial Officer

