

WESTPORT FUEL SYSTEMS INC.

Form 4

June 07, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOUGLAS KEVIN

2. Issuer Name and Ticker or Trading Symbol
WESTPORT FUEL SYSTEMS INC.
[WPRT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
125 E. SIR FRANCIS DRAKE
BLVD., STE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2016

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
13(d)(3) group

LARKSPUR, CA 94939

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount		
					(A) or (D)	Price	
Common Stock	06/01/2016		A	(8)	2,615,788 (10)	A (9)	6,229,808 D (1) (2)
Common Stock	06/01/2016		A	(8)	2,232,300 (11)	A (9)	5,760,206 I (2) (3)
Common Stock	06/01/2016		A	(8)	1,111,717 (12)	A (9)	2,953,602 I (2) (4)

By James Douglas and Jean Douglas Irrevocable Descendants' Trust

By Douglas Family Trust

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Common Stock	06/01/2016	A	(8)	653,944 (13)	A	(9)	1,715,790	I	(2) (5)	By James E. Douglas III
Common Stock							52,902	I	(2) (6)	By KGD 2012 Trust
Common Stock							52,902	I	(2) (7)	By MMD 2012 Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOUGLAS KEVIN 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939		X		13(d)(3) group
DOUGLAS FAMILY TRUST 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939		X		13(d)(3) group
JAMES & JEAN DOUGLAS IRREVOCABLE DESCENDANTS TRUST 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939		X		13(d)(3) group
		X		

DOUGLAS JAMES E III
125 E. SIR FRANCIS DRAKE BLVD., STE 400
LARKSPUR, CA 94939

13(d)(3)
group

Signatures

/s/ Eileen Wheatman, attorney in fact for Kevin Douglas	06/07/2016
__Signature of Reporting Person	Date
/s/ Eileen Wheatman, attorney in fact for Douglas Family Trust	06/07/2016
__Signature of Reporting Person	Date
/s/ Eileen Wheatman, attorney in fact for James Douglas and Jean Douglas Irrevocable Descendants' Trust	06/07/2016
__Signature of Reporting Person	Date
/s/ Eileen Wheatman, attorney in fact for James E. Douglas III	06/07/2016
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares are held directly and jointly by Kevin Douglas and his wife, Michelle Douglas.
- Each of the reporting persons hereunder (individually, a "Reporting Person" and collectively the "Reporting Persons") may be deemed a member of a "group" within the meaning of Section 13(d)(3) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act") or Rule 13d-5 promulgated under the Exchange Act, with one or more of the other Reporting Persons. Although the Reporting Persons are reporting such securities as if they were members of a "group", the filing of this Form 4 shall not be deemed an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.
- (2) These shares are held directly by the James Douglas and Jean Douglas Irrevocable Descendants' Trust and indirectly by Kevin Douglas. Kevin Douglas and Michelle Douglas, husband and wife, are each a co-trustee of the James Douglas and Jean Douglas Irrevocable Descendants' Trust.
- (3) These shares are held directly by the Douglas Family Trust and indirectly by Kevin Douglas. James E. Douglas, Jr. and Jean A. Douglas, husband and wife, are each a co-trustee of the Douglas Family Trust.
- (4) These shares are held directly by James E. Douglas III and indirectly by Kevin Douglas.
- (5) These shares are held by the KGD 2012 Trust, of which Kevin Douglas is the settlor and has the right to substitute property of equivalent value in return for the shares held by the KGD 2012 Trust, and indirectly by Kevin Douglas.
- (6) These shares are held by the MMD 2012 Trust, of which Michelle Douglas is the settlor and has the right to substitute property of equivalent value in return for the shares held by the MMD 2012 Trust, and indirectly by Michelle Douglas and Kevin Douglas.
- (7) On June 1, 2016, Westport Innovations Inc. (the "Issuer") acquired Fuel Systems Solutions, Inc. ("Fuel Systems") pursuant to the Agreement and Plan of Merger by and among the Issuer, Whitehorse Merger Sub Inc. ("Merger Sub") and Fuel Systems, dated as of September 1, 2015, as amended by Amendment No. 1 thereto, dated as of March 6, 2016 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into Fuel Systems (the "Merger"), with Fuel Systems surviving the Merger as a wholly owned subsidiary of the Issuer.
- (8) At the effective time of the Merger, each outstanding share of Fuel System's common stock was converted into the right to receive 2.4755 common shares of the Issuer based on the exchange ratio provided for in the Merger Agreement.
- (9) Shares received in exchange for 1,056,671 shares of Fuel Systems common stock in connection with the Merger.
- (10) Shares received in exchange for 901,758 shares of Fuel Systems common stock in connection with the Merger.
- (11) Shares received in exchange for 449,088 of Fuel Systems common stock in connection with the Merger.
- (12) Shares received in exchange for 264,167 of Fuel Systems common stock in connection with the Merger.
- (13)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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