

POWERSECURE INTERNATIONAL, INC.

Form 4

May 09, 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 *
HINTON SIDNEY

2. Issuer Name and Ticker or Trading Symbol
POWERSECURE INTERNATIONAL, INC. [POWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1609 HERITAGE COMMERCE CT.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

WAKE FOREST, NC 27587
(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | | |
| | | | | | (A) or (D) | | |
| | | | | | Price | | |
| Common Stock | 05/09/2016 | | D | | 597,006 (1) | D | |
| | | | | | \$ 18.75 (2) | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Shares | \$ 0 | 05/09/2016 | | D/K | 72,054 | (3) (3) | Common Stock | 72,054 |
| Performance Units | \$ 0 | 05/09/2016 | | D | 45,470 | (4) (4) | Common Stock | 45,470 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HINTON SIDNEY 1609 HERITAGE COMMERCE CT. WAKE FOREST, NC 27587 | X | | President and CEO | |

Signatures

/s/ Sidney Hinton 05/09/2016

**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) Includes 227,558 restricted shares of Common Stock as to which vesting was accelerated pursuant to that certain Agreement and Plan of Merger, dated as of February 24, 2016 (the "Merger Agreement"), by and among The Southern Company, PSMS Corp. and the Issuer, pursuant to which PSMS Corp. was merged with and into the Issuer and the Issuer was the continuing corporation in the merger and became a wholly-owned subsidiary of The Southern Company (the "Merger").
- (2) Disposed of pursuant to the Merger Agreement. At the effective time of the Merger, each share of Issuer Common Stock was cancelled and converted into the right to receive \$18.75 in cash.
- (3) At the effective time of the Merger, these unvested restricted shares of Issuer Common Stock were converted into a contingent, performance-based award of common stock of The Southern Company.
- (4) Each Performance Unit represented a contingent right to receive one share of Issuer Common Stock. At the effective time of the Merger, each Performance Unit was deemed fully vested and cancelled in exchange for the right to receive \$18.75 in cash, in accordance with the Merger Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.