

DEUTCH PHILIP J
Form 3
April 25, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â NGP Energy Technology
Partners II, L.P.

(Last) (First) (Middle)

1700 K STREET, NW,Â SUITE
750

(Street)

WASHINGTON,Â DCÂ 20006

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
04/16/2012

3. Issuer Name **and** Ticker or Trading Symbol
GSE SYSTEMS INC [GVP]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,416,925	D <u>(1)</u>	Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NGP Energy Technology Partners II, L.P. 1700 K STREET, NW SUITE 750 WASHINGTON, DC 20006	^	^ X	^	^
NGP ETP II, LLC 1700 K STREET, NW SUITE 750 WASHINGTON, DC 20006	^	^ X	^	^
Energy Technology Partners, L.L.C. 1700 K STREET, NW SUITE 750 WASHINGTON, DC 20006	^	^ X	^	^
DEUTCH PHILIP J 1700 K STREET, NW SUITE 750 WASHINGTON, DC 20006	^	^ X	^	^

Signatures

NGP Energy Technology Partners II, L.P., By: NGP ETP, L.L.C., Its: General Partner, By: /s/ Philip J. Deutch	04/25/2012
_____ **Signature of Reporting Person	Date
NGP ETP II, L.L.C. By: /s/ Philip J. Deutch, Title: Authorized Member	04/25/2012
_____ **Signature of Reporting Person	Date
Energy Technology Partners, L.L.C., By: /s/ Philip J. Deutch, Title: Sole Member and Manager	04/25/2012
_____ **Signature of Reporting Person	Date
/s/ Philip J. Deutch	04/25/2012
_____ **Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- These securities are owned by NGP Energy Technology Partners II, L.P. ("NGP Energy Tech"). These securities may be deemed to be beneficially owned by NGP ETP II, L.L.C. ("NGP ETP"), Energy Technology Partners, L.L.C. ("ETP") and Philip J. Deutch ("Deutch"). NGP ETP is the general partner of NGP Energy Tech. ETP is the sole manager of NGP ETP and Deutch is the sole member and manager
- (1) of ETP. Deutch is also a director of SatCon and has reported his beneficial ownership of the reported securities on a Form 4, filed on the date hereof. Each of NGP ETP, ETP and Deutch (the "Reporting Persons") disclaim beneficial ownership of the reported securities except to the extent of his, her or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Act of 1934, as amended, or for any other purpose.

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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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