

POWERSECURE INTERNATIONAL, INC.

Form 4

May 09, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Dupont Eric M

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 COURT

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

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP and CFO

(Street)  
WAKE FOREST, NC 27587

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/09/2016		D		26,212 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 12.26	05/09/2016		D	15,000	(3)	09/11/2023	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dupont Eric M 1609 HERITAGE COMMERCE COURT WAKE FOREST, NC 27587			EVP and CFO	

## Signatures

/s/ Eric Dupont 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 23,500 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) Disposed of pursuant to the Merger Agreement. At the effective time of the Merger, these stock options were cancelled and converted into the right to receive the aggregate sum in cash equal to (1) the number of stock options, multiplied by (2) the excess of \$18.75 over the exercise price of the stock options. Of these stock options, 6,000 were fully vested and exercisable and vesting was accelerated with respect to the remaining 9,000.

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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