

POWERSECURE INTERNATIONAL, INC.

Form 4

May 09, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COLLINS KEVIN P

(Last) (First) (Middle)

1609 HERITAGE COMMERCE  
COURT

(Street)

WAKE FOREST, NC 27587

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

POWERSECURE  
INTERNATIONAL, INC. [POWR]

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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 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		49,946	D	\$ 18.75 (1)

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)	8. D S (I		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	05/09/2016		D		3,228		(2)	(2)	Common Stock	3,228
Director Stock Options	\$ 13.02	05/09/2016		D		7,500		(3)	06/11/2017	Common Stock	7,500
Director Stock Options	\$ 14.84	05/09/2016		D		7,500		(3)	06/12/2016	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLLINS KEVIN P 1609 HERITAGE COMMERCE COURT WAKE FOREST, NC 27587	X			

## Signatures

/s/ Kevin P.  
Collins 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) Disposed of 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"). 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.

(2) Disposed of pursuant to the Merger Agreement. Each Restricted Stock Unit represented the right to receive one share of Issuer Common Stock after vesting upon settlement. At the effective time of the Merger, each Restricted Stock Unit was deemed fully vested and cancelled and was settled in exchange for the right to receive \$18.75 in cash, in accordance with the Merger Agreement.

(3)

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Disposed of pursuant to the Merger Agreement. At the effective time of the Merger, these stock options, which were fully vested and exercisable, 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.

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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