

WESTPORT FUEL SYSTEMS INC.

Form 3

June 13, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**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 *

Yu Peter

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/01/2016

3. Issuer Name **and** Ticker or Trading Symbol

WESTPORT FUEL SYSTEMS INC. [WPRT]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O CARTESIAN CAPITAL
GROUP, LLC, 505 FIFTH
AVENUE, 15TH FLOOR

(Street)

NEW YORK, NY 10017

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)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
currently valid OMB control number.****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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Convertible Promissory Note	06/01/2017	06/01/2021	Common Stock	(1)	\$ 2.17	I	Pangaea Two Acquisition Holdings XIV, LLC (3)
Convertible Promissory Note	06/01/2017	06/01/2021	Common Stock	(2)	\$ 2.17	I	Pangaea Two Acquisition Holdings Parallel XIV, LLC (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yu Peter C/O CARTESIAN CAPITAL GROUP, LLC 505 FIFTH AVENUE, 15TH FLOOR NEW YORK, NY 10017	Â X	Â	Â	Â

Signatures

/s/ Peter M. Yu 06/13/2016

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).

(1) On June 1, 2016, the Issuer issued to Pangaea Two Acquisition Holdings XIV, LLC a \$12,076,225.00 aggregate principal amount Convertible Promissory Note ("Note 1"). Note 1 is convertible at any time between June 1, 2017 and June 1, 2021 into the number of shares of Common Stock equal to dividing the principal outstanding under Note 1 by \$2.17, subject to customary anti-dilution adjustments.

(2) On June 1, 2016, the Issuer issued to Pangaea Two Acquisition Holdings Parallel XIV, LLC a \$5,423,775.00 aggregate principal amount Convertible Promissory Note ("Note 2"). Note 2 is convertible at any time between June 1, 2017 and June 1, 2021 into the number of shares of Common Stock equal to dividing the principal outstanding under Note 2 by \$2.17, subject to customary anti-dilution adjustments.

(3) Peter Yu is the President of Pangaea Two Admin GP, LLC. Pangaea Two Admin GP, LLC is the general partner of Pangaea Two GP, LP. Pangaea Two GP, LP is the general partner of Pangaea Two, LP. Pangaea Two, LP is the sole and managing member of Pangaea Two Acquisition Holdings XIV, LLC ("Pangaea Two Acquisition Holdings"). Mr. Yu may be deemed to have a pecuniary interest, as such term is defined in the Securities Exchange Act of 1934 (as amended, the "Exchange Act"), in an indeterminate portion of the securities beneficially owned by Pangaea Two Acquisition Holdings. Mr. Yu disclaims beneficial ownership of all such securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that Mr. Yu is the beneficial owner of such securities for Section 16 of the Exchange Act or any other purpose.

(4) Peter Yu is the President of Pangaea Two Admin GP, LLC. Pangaea Two Admin GP, LLC is the general partner of Pangaea Two GP, LP. Pangaea Two GP, LP is the general partner of Pangaea Two Parallel, LP. Pangaea Two Parallel, LP is the sole and managing member of Pangaea Two Acquisition Holdings Parallel XIV, LLC ("Pangaea Two Acquisition Holdings Parallel"). Mr. Yu may be deemed to have a pecuniary interest, as such term is defined in the Exchange Act, in an indeterminate portion of the securities beneficially owned by Pangaea Two Acquisition Holdings Parallel. Mr. Yu disclaims beneficial ownership of all such securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that Mr. Yu is the beneficial owner of such securities for Section

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16 of the Exchange Act or any other purpose.

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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