

WESTPORT FUEL SYSTEMS INC.

Form 3

June 13, 2016

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 *

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 Issuer

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

(Check all applicable)

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

C/O CARTESIAN CAPITAL GROUP, LLC, 505 FIFTH AVENUE, 15TH FLOOR

(Street)

NEW YORK, NY 10017

(City)

(State)

(Zip)

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 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)

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

SEC 1473 (7-02)

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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)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. 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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