

Winemaster Gary S  
 Form 4  
 April 11, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Winemaster Gary S

2. Issuer Name and Ticker or Trading Symbol  
 POWER SOLUTIONS INTERNATIONAL, INC. [PSIX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O 201 MITTEL DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/10/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 See Remarks

WOOD DALE, IL 60191  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	04/10/2013		S(1)		900	D	\$ 25.558
Common Stock	04/11/2013		S(1)		3,500	D	\$ 25.0137

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

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Winemaster Gary S C/O 201 MITTEL DRIVE WOOD DALE, IL 60191	X	X	See Remarks	

**Signatures**

/s/ Catherine V. Andrews, attorney-in-fact for Gary S.  
Winemaster 04/11/2013

\_\_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) Represents open market sales of common stock pursuant to a "Rule 10b5-1 Plan" established by the reporting person.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$24.75 to \$25.45, inclusive. The reporting person undertakes to provide to Power Solutions International, Inc., any security holder of Power Solutions International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 2.

**Remarks:**

President, CEO and Chairman of the Board

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ctfully disagrees with that determination and requests that ISS Proxy Advisory Services reconsider its determination.

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Nuveen Funds Response, Cont.

3

NFAL believes the Audit committee acted appropriately in approving the non-audit related services in question for the following reasons:

Each of the four Funds have unique circumstances within the Nuveen Fund complex that require a higher than normal level of non-audit services be performed.

Explanation of Responses:

PwC is uniquely or more qualified than other firms to perform the non-audit services in question on behalf of the Funds.

While the fees paid to PricewaterhouseCoopers (PwC) by each Fund for non-audit services may appear out of proportion, the overall amount of non-audit fees paid to PwC by the Funds is *de minimis* compared to the overall audit fees paid by the complex to PwC.

The Audit Committee has taken into account PwC's expertise in the areas requiring additional services and, together with the overall amount of audit-related fees paid to PwC by the Nuveen Funds complex, has determined that the use of PwC to perform these services was and is in the best interests of each Fund and their shareholders.

This determination was made with full disclosure of all facts and in accordance with each Fund's Audit Committee Charter and applicable SEC and NYSE rules and regulations.  
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Nuveen Energy MLP Total Return Fund (JMF)

4

Nuveen Energy MLP Total Return Fund (JMF)

The Fund invests primarily in master limited partnerships (MLPs), which pass through active business income to the Fund that is sourced to various states.

Explanation of Responses:

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The Fund has elected to be taxed as a C-Corporation and therefore pays taxes to various states, the amounts of which are determined using a combination of apportionment factors that are not provided by the MLPs or otherwise generally available.

One other accounting firm provides tax return preparation services tailored for MLPs.

PwC, however, has the overwhelming market share in this area, which allows them direct access to information needed for the apportionment services provided to the Fund, thereby making them uniquely and solely qualified to perform those services.

In addition, JMF was the acquiring fund in a fund reorganization and the Fund incurred additional non-audit tax-related expenses associated with the Fund calculating potential loss limitations that are typical in fund reorganizations.

The \$110,000 of non-audit related fees incurred in fiscal year 2013 as reported in the Fund's proxy statement were comprised of the following: \$40,000 apportionment assistance for JMF (recurring); \$37,500 apportionment assistance for MTP, which merged into

JMF  
(non-recurring);  
\$25,850  
tax  
guidance  
in  
preparing JMF's tax calculation of capital loss carry forward and net operating loss limitations due to the  
merger of MTP and JMF  
(non-recurring); and \$6,750 miscellaneous tax assistance associated with  
understanding  
state  
sourcing  
rules  
for  
several  
state  
tax  
returns  
(non-recurring).

Based on the foregoing, and a determination that such services would not impair PwC's independence with  
respect  
to  
the  
Fund,  
the  
Audit  
Committee  
approved  
the  
use  
of  
PwC  
for  
such  
non-audit  
services.

5

Nuveen Mortgage Opportunity Term Fund (JLS)

Nuveen Mortgage Opportunity Term Fund 2 (JMT)

The Funds invest primarily in mortgage-backed securities (MBS)

Explanation of Responses:



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The tax accretion of discount on MBS that have significant principal repayments differs from financial statement reporting purposes.

The Funds engaged PwC's Financial Modeling group to assist in the calculation of discount accruals on a tax basis and the basis adjustments associated with sales of MBS, both of which are based on factors not readily available.

When the Funds were launched in 2009/2010, only one other accounting firm provided the necessary services.

The other firm's modeling contained significant assumptions and estimates when compared to modeling performed by PwC's Financial Modeling group, thereby making PwC uniquely qualified to perform those services.

For  
JLS,  
the  
\$79,208  
of  
non-audit  
related  
fees  
incurred  
in  
fiscal  
year  
2013  
as  
reported  
in  
the  
Funds  
proxy  
statements were comprised of the following: \$74,838 related to the discount calculations (recurring); and \$4,370 related to annual excise tax review (recurring).

For  
JMT,  
the  
\$76,332  
of  
non-audit  
related  
fees  
incurred  
in  
fiscal  
year  
2013  
as  
reported

in  
the  
Funds  
proxy

statements were comprised of the following: \$71,962 related to the discount calculations (recurring); and \$4,370 related to annual excise tax review (recurring).

Based on the foregoing and a determination that such services would not impair PwC's independence with respect to the Funds, the Audit Committee approved the use of PwC for such non-audit services.

Nuveen Mortgage Opportunity Term Fund (JLS)

Nuveen Mortgage Opportunity Term Fund 2 (JMT)

Nuveen International Select Fund

6

Nuveen International Select Fund

The Fund invests a significant portion of its assets in companies domiciled in the European Union (EU) which require taxes to be withheld on payments made to the Fund. Court cases have called into question whether these taxes should apply, necessitating the Fund to retain an outside administrator to assist in a reclaim process

Explanation of Responses:

for reimbursement of the withheld taxes.

NFAL and the Fund's Audit Committee determined that PwC is a recognized provider of these services at competitive rates.

The  
reclaim  
process  
has  
no  
impact  
on  
the  
financial  
statements  
of  
the  
Funds  
and  
NFAL  
management  
makes  
the  
annual determination of which reclaims to file separate and independent of PwC's input.

The Fund is a series of Nuveen Investment Funds, Inc., a Maryland corporation (NIF) that has 28 separate series, each of which constitutes a separate fund.

NIF elects directors at the corporate level as opposed to the Fund level.

The \$38,652 of non-audit related fees incurred by the Fund in fiscal year 2013 as reported in the Fund's proxy statement were comprised of the following:  
\$23,937  
EU  
reclaim  
assistance  
(recurring);  
\$12,215  
preparation  
of  
India  
income  
tax  
returns  
(recurring);

and  
\$2,500  
excise  
tax  
review  
(recurring).

Based on the foregoing and a determination that such services would not impair PwC's independence with respect to the Fund and NIF, the Audit Committee approved the use of PwC for such non-audit services.