

WESTPORT FUEL SYSTEMS INC.
Form SC 13D/A
June 08, 2016

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)

Westport Fuel Systems Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

960908309

(CUSIP Number)

Ryan J. York

Davis Wright Tremaine LLP

1201 Third Avenue, Suite 2200

Seattle, WA 98101

(206) 622-3150

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

June 1, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **960908309**

1 NAMES OF REPORTING PERSONS

Kevin Douglas

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF **7** SOLE VOTING POWER:

SHARES

BENEFICIALLY **0**

8 SHARED VOTING POWER:

OWNED BY

EACH

REPORTING **12,042,916 (1)(2)**
9 SOLE DISPOSITIVE POWER:

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER:

16,712,308 (1)(2)(3)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,712,308 (1)(2)(3)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

15.3%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Kevin Douglas and his wife, Michelle Douglas, hold 6,229,808 shares jointly as the beneficiaries and co-trustees of the K&M Douglas Trust. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust which holds hold 5,760,206 shares.
- (2) Includes 52,902 shares held by the KGD 2012 Trust. Kevin Douglas, as the settlor of the KGD 2012 Trust, has the right to substitute property of equivalent value in return for the shares held by the KGD 2012 Trust and may be deemed to have shared voting and dispositive power over the shares held by the KGD 2012 Trust.
- (3) Kevin Douglas also has dispositive power with respect to 1,715,790 shares held by James E Douglas, III and 2,953,602 shares held by the Douglas Family Trust.

CUSIP No. **960908309**

1 NAMES OF REPORTING PERSONS

Michelle Douglas

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF **7** SOLE VOTING POWER:

SHARES

BENEFICIALLY **0**

8 SHARED VOTING POWER:

OWNED BY

EACH

REPORTING **12,042,916 (1)(2)**
9 SOLE DISPOSITIVE POWER:

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER:

12,042,916 (1)(2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,042,916 (1)(2)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

11.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Kevin Douglas and his wife, Michelle Douglas, hold 6,229,808 shares jointly as the beneficiaries and co-trustees of the K&M Douglas Trust. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust which holds hold 5,760,206 shares.
- (2) Includes 52,902 shares held by the MMD 2012 Trust. Michelle Douglas, as the settlor of the MMD 2012 Trust, has the right to substitute property of equivalent value in return for the shares held by the MMD 2012 Trust and may be deemed to have shared voting and dispositive power over the shares held by the MMD 2012 Trust.

CUSIP No. **960908309**

1 NAMES OF REPORTING PERSONS

James E. Douglas, III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF **7** SOLE VOTING POWER:

SHARES

BENEFICIALLY **1,715,790**

8 SHARED VOTING POWER:

OWNED BY

EACH

0

REPORTING **9** SOLE DISPOSITIVE POWER:

PERSON

WITH

0

10 SHARED DISPOSITIVE POWER:

1,715,790 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,715,790 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

1.6%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Kevin Douglas shares dispositive power with respect to 1,715,790 shares held by James E. Douglas, III.

CUSIP No. **960908309**

1 NAMES OF REPORTING PERSONS

K&M Douglas Trust (1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF **7** SOLE VOTING POWER:

SHARES

BENEFICIALLY **0**

8 SHARED VOTING POWER:

OWNED BY

EACH

6,229,808 (2)

REPORTING **9** SOLE DISPOSITIVE POWER:

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER:

6,229,808 (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,229,808 (2)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

5.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

- (1) Kevin Douglas and Michelle Douglas, husband and wife, are beneficiaries and co-trustees.
- (2) Kevin Douglas and his wife, Michelle Douglas, hold 6,229,808 shares jointly as the beneficiaries of the K&M Douglas Trust.

CUSIP No. **960908309**

1 NAMES OF REPORTING PERSONS

James Douglas and Jean Douglas Irrevocable Descendants Trust (1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF **7** SOLE VOTING POWER:

SHARES

BENEFICIALLY **5,760,206**

8 SHARED VOTING POWER:

OWNED BY

EACH

0

REPORTING **9** SOLE DISPOSITIVE POWER:

PERSON

WITH **5,760,206**

10 SHARED DISPOSITIVE POWER:

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,760,206

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

5.3%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Kevin Douglas and Michelle Douglas, husband and wife, are co-trustees.

CUSIP No. **960908309**

1 NAMES OF REPORTING PERSONS

Douglas Family Trust (1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF **7** SOLE VOTING POWER:

SHARES

BENEFICIALLY **2,953,602**

8 SHARED VOTING POWER:

OWNED BY

EACH

0

REPORTING **9** SOLE DISPOSITIVE POWER:

PERSON

WITH

0

10 SHARED DISPOSITIVE POWER:

2,953,602 (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,953,602 (2)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

2.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) James E. Douglas Jr. and Jean A Douglas, husband and wife, are co-trustees.

(2) Kevin Douglas also has dispositive power with respect to 2,953,602 shares held by the Douglas Family Trust.

Schedule 13D

This Amendment No. 3 (Amendment) amends and supplements the Schedule 13D filed with the U.S. Securities and Exchange Commission (the SEC) on October 31, 2014, as previously amended by the Schedule 13D/A filed with the SEC on September 2, 2015, and as previously amended by the Schedule 13D/A filed with the SEC on March 21, 2016 (the Schedule 13D).

This Amendment is being filed solely to update the Filers' beneficial ownership of shares of Common Stock following completion of the merger transactions effected June 1, 2016, among the Issuer, Fuel Systems Solutions, Inc. (Fuel Systems) and Whitehorse Merger Sub Inc., a Delaware corporation and wholly-owned subsidiary of the Issuer (Merger Sub), pursuant to which the shares of Fuel Systems were exchanged for shares of Common Stock of the Issuer on a one for 2.4755 basis. This Amendment reflects the beneficial ownership of the Filers as of June 1, 2016.

Except as set forth in this Amendment, the Schedule 13D remains unchanged. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as set forth in the Schedule 13D.

ITEM 1. SECURITY AND ISSUER

This statement relates to shares of Common Stock (the Common Stock) of **Westport Fuel Systems Inc.** (the Issuer) The principal executive office of the Issuer is located at Suite 101, 1750 West 75th Avenue, Vancouver, British Columbia, Canada V6P 6G2.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

On June 1, 2016, the Issuer acquired Fuel Systems pursuant to the Agreement and Plan of Merger by and among the Issuer, Merger Sub and Fuel Systems, dated as of September 1, 2015, as amended by Amendment No. 1 thereto, dated as of March 6, 2016 (the Merger Agreement). In accordance with the Merger Agreement, Merger Sub merged with and into Fuel Systems (the Merger), with Fuel Systems surviving the Merger as a wholly owned subsidiary of Westport. As a result of the Merger, an aggregate of 2,671,684 shares of common stock of Fuel Systems, comprising all of the Filers' shares of common stock of Fuel Systems, were exchanged for shares of the Issuer's Common Stock on a one for 2.4755 basis. The Filers were not required to expend any funds in connection with the foregoing exchange, and the Filers received the same consideration per share as other shareholders of Fuel Systems received pursuant to the Merger Agreement.

ITEM 4. PURPOSE OF TRANSACTION

The Filers hereby add the following disclosure to this Item 4:

Item 3 is incorporated by reference in this Item 4 as if fully set forth herein. As described in Item 3 above, this Amendment updates the beneficial ownership of the Filers following completion of the Merger pursuant to the terms of the Merger Agreement. In addition, the Voting Agreement and the Letter Agreement terminated upon completion of the Merger. The Nomination Agreement remains in effect.

The Filers do not have any present plan or proposal that would relate to or result in any of the matters set forth in subparagraphs (a) (j) of Item 4 of Schedule 13D, except as set forth herein or such as would occur upon completion of any of the actions discussed herein.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) and (b) The beneficial ownership of the Common Stock by each Filer at the date hereof is reflected on that Filer's cover page.

(c) Except as set forth in this Amendment, there were no transactions effected by the Filers in the Common Stock within the past sixty (60) days.

(d) and (e) Not applicable.

ITEM 6. CONTRACTS, AGREEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Other than as described in Item 4 of this statement, to the knowledge of the Filers, none of the Filers is party to any other contracts, arrangements, understandings or relationships with respect to any securities of the Issuer, including but not limited to the transfer or voting of any of the securities, finder's fees, joint ventures, loan or option agreements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 8, 2016

*Kevin Douglas
KEVIN DOUGLAS

Date: June 8, 2016

*Michelle Douglas
MICHELLE DOUGLAS

Date: June 8, 2016

*James E. Douglas, III
JAMES E. DOUGLAS, III

K&M DOUGLAS TRUST

Date: June 8, 2016

*Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: June 8, 2016

*Michelle Douglas
By: Michelle Douglas
Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS

IRREVOCABLE DESCENDANTS TRUST

Date: June 8, 2016

*Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: June 8, 2016

*Michelle Douglas
By: Michelle Douglas
Title: Trustee

DOUGLAS FAMILY TRUST

Date: June 8, 2016

*James E. Douglas, Jr.
By: James E. Douglas, Jr.
Title: Trustee

Date: June 8, 2016

*Jean A. Douglas
By: Jean A. Douglas
Title: Trustee

*Eileen Wheatman

/s/ Eileen Wheatman

By: Eileen Wheatman

Attorney-in-Fact