

Edgar Filing: POWERSECURE INTERNATIONAL, INC. - Form SC 13G

2. Check the Appropriate Box if a Member of a Group (See Instructions):
- (a) Not Applicable
- (b)
3. SEC Use Only
4. Source of Funds (See Instructions): 00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
- Not Applicable

6. Citizenship or Place of Organization:	United States
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power: 0
	8. Shared Voting Power: 1,077,128*
	9. Sole Dispositive Power: 0
	10. Shared Dispositive Power: 1,077,128*__
11. Aggregate Amount Beneficially Owned by Each Reporting Person:	4,303,408*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):	Not Applicable
13. Percent of Class Represented by Amount in Row (11):	5.7%*
14. Type of Reporting Person (See Instructions):	IA, IN

* This is a joint filing by Austin W. Marxe (?Marxe?) and David M. Greenhouse (?Greenhouse?). Marxe and Greenhouse share sole voting and investment power over 393,865 shares of Common Stock owned by Special Situations Cayman Fund, L.P., 485,110 shares of Common Stock owned by Special Situations Fund III QP, L.P. and 198,153 shares of Common Stock owned by Special Situations Private Equity Fund, L.P. See Items 2 and 4 of this Schedule for additional information.

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Item 1. Security and Issuer:

- (a) Powersecure International, Inc.
- (b) 1609 Heritage Commerce Court, West Forest, NC 27587

Item 2. (a) Name of Person Filing:

The persons filing this report are Austin W. Marxe (?Marxe?) and David M. Greenhouse (?Greenhouse?), who are the controlling principals of AWM Investment Company, Inc. (?AWM?), the general partner of and investment adviser to Special Situations Cayman Fund, L.P. (?Cayman?). AWM also serves as the general partner of MGP Advisers Limited Partnership (?MGP?), the general partner of Special Situations Fund III QP, L.P. (?SSFQP?). Marxe and Greenhouse are also members of MG Advisers L.L.C. (?MG?), the general partner of Special Situations Private Equity Fund, L.P. (?SSPE?). AWM serves as the investment adviser to SSFQP and SSPE. (SSFQP, Cayman, and SSPE will hereafter be referred to as, the ?Funds?). The principal business of each Fund is to invest in equity and equity-related securities and other securities of any kind or nature.

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(b) Address of Principal Business Office or, if none, Residence:

The principal business address for Marx and Greenhouse is 527 Madison Avenue, Suite 2600, New York, NY 10022.

(c) Citizenship:

Austin W. Marx and David M. Greenhouse are United States citizens.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 73936N105.

Item 3. If this statement is filed pursuant to §240.13d-1(b) or 240.13d-2(b), check whether the person filing is a: Not Applicable

- (a) Broker or Dealer registered under section 15 of the Act;
- (b) Bank as defined in section 3(a) (6) of the Act;
- (c) Insurance Company as defined in section 3(a) (19) of the Act;
- (d) Investment Company registered under section 8 of the Investment Company Act of 1940;
- (e) An Investment Adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

(a) Amount Beneficially Owned: Messrs. Marx and Greenhouse beneficially own a total of 1,077,128 shares of Common Stock. This amount includes 393,865 shares of Common Stock owned by Cayman, 198,153 shares of Common Stock owned by SSPE and 485,110 shares of Common Stock owned by SSFQP.

(b) Percent of Class: Messrs. Marx and Greenhouse beneficially own 5.7% of the shares outstanding, of which Cayman owns 2.1% of the outstanding shares, SSPE owns 1.0% of the outstanding shares and SSFQP owns 2.6% of the outstanding shares.

(c) Number of Shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 1,077,128

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(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of:
1,077,128

Item 5. Ownership of Five Percent or Less of a Class: If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following _