

POWERSECURE INTERNATIONAL, INC.

Form 8-K/A

April 26, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 12, 2013

**POWERSECURE INTERNATIONAL, INC.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction)

1-12014  
(Commission)

84-1169358  
(I.R.S Employer)

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of incorporation)

File Number)

Identification No.)

**1609 Heritage Commerce Court,**

**Wake Forest, North Carolina**  
(Address of principal executive offices)

**27587**  
(Zip code)

**Registrant's telephone number, including area code: (919) 556-3056**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**EXPLANATORY NOTE**

PowerSecure International, Inc., a Delaware corporation (the Company), is filing this Current Report on Form 8-K/A (Amendment No. 1) as an amendment to the Current Report on Form 8-K filed by the Company on April 15, 2013 (the Initial Form 8-K), which disclosed the acquisition by the Company of Solais Lighting, Inc., a Delaware corporation (Solais), through a merger of Solais with and into a wholly-owned subsidiary of the Company. The information previously disclosed and reported in the Initial Form 8-K is hereby incorporated by reference into this Current Report on Form 8-K/A (Amendment No. 1). This Current Report on Form 8-K/A (Amendment No. 1) amends Item 9.01 of the Initial Form 8-K to file the financial information required by Items 9.01(a) and 9.01(b), as permitted by Items 9.01(a)(4) and 9.01(b)(2) of Form 8-K.

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

On April 12, 2013, the Company acquired Solais through a merger of Solais with and into a wholly-owned subsidiary of the Company, as reported and disclosed in the Initial Form 8-K. See the Explanatory Note above.

**Item 9.01 Financial Statements and Exhibits.**

**(a) Financial Statements of Businesses Acquired.**

The audited financial statements of Solais Lighting, Inc. as of December 31, 2012, and for the one year period then ended, and the report of Fiondella Milone & LaSaracina LLP, independent registered public accounting firm, thereon, are filed herewith as Exhibit 99.2.

**(b) Pro Forma Financial Information.**

The unaudited pro forma condensed combined financial statements of PowerSecure International, Inc., reflecting the acquisition of Solais Lighting, Inc. as of December 31, 2012, and for the one year period then ended, are filed herewith as Exhibit 99.3. Such unaudited pro forma condensed combined financial statements are not necessarily indicative of the operating results or financial position that actually would have been achieved if the acquisition had been in effect on the dates indicated or that may be achieved in future periods, and should be read in conjunction with the financial statements of PowerSecure International, Inc. and Solais Lighting, Inc.

**(d) Exhibits**

- 2.1 Form of Agreement and Plan of Merger, dated as of April 12, 2013, among Solais Lighting, Inc., the stockholders of Solais Lighting, Inc., PowerSecure International, Inc. and Brite Idela, Inc. (Filed with the Initial Form 8-K.)
- 23.1 Consent of Fiondella, Milone & LaSaracina LLP. (Filed herewith.)
- 99.1 Press Release of PowerSecure International, Inc., issued April 15, 2013, announcing the acquisition of Solais. (Filed with the Initial Form 8-K.)
- 99.2 The audited financial statements of Solais Lighting, Inc. as of December 31, 2012 and for the one year period then ended. (Filed herewith.)
- 99.3 The unaudited pro forma condensed combined financial statements of PowerSecure International, Inc., reflecting the acquisition of Solais Lighting, Inc. as if it occurred on December 31, 2012 and during the one year period then ended. (Filed herewith.)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

POWERSECURE INTERNATIONAL, INC.

By: /s/ Christopher T. Hutter  
Christopher T. Hutter  
Executive Vice President and Chief Financial Officer

Dated: April 26, 2013