

WESTPORT INNOVATIONS INC
Form SC 13D/A
March 21, 2016

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)

Westport Innovations 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)

March 17, 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**

OWNED BY **8** SHARED VOTING POWER:

EACH
REPORTING
PERSON

7,194,828 (1)(2)

WITH **9** SOLE DISPOSITIVE POWER:

0

10 SHARED DISPOSITIVE POWER:

10,098,559 (1)(2)(3)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,098,559 (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

15.7% (4)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Kevin Douglas and his wife, Michelle Douglas, hold 3,614,020 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 3,527,906 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 1,061,846 shares held by James E Douglas, III and 1,841,885 shares held by the Douglas Family Trust.
- (4) Based on 64,197,763 shares of the Issuer's common stock outstanding as of September 30, 2015, as reported on the Issuer's consolidated balance sheet for the period ended September 30, 2015 filed as exhibit 99.2 to the Issuer's Form 6-K, filed with the Securities and Exchange Commission (the SEC) on November 10, 2015.

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**

OWNED BY **8** SHARED VOTING POWER:

EACH
REPORTING
PERSON

7,194,828 (1)(2)

WITH **9** SOLE DISPOSITIVE POWER:

0

10 SHARED DISPOSITIVE POWER:

7,194,828 (1)(2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,194,828 (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

11.2% (3)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Kevin Douglas and his wife, Michelle Douglas, hold 3,614,020 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 3,527,906 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.
- (3) Based on 64,197,763 shares of the Issuer's common stock outstanding as of September 30, 2015, as reported on the Issuer's consolidated balance sheet for the period ended September 30, 2015 filed as exhibit 99.2 to the Issuer's Form 6-K, filed with the SEC on November 10, 2015.

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 OWNED BY EACH REPORTING PERSON **1,061,846**

8 SHARED VOTING POWER:
0

WITH **9** SOLE DISPOSITIVE POWER:

0
10 SHARED DISPOSITIVE POWER:

1,061,846 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,061,846 (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

1.7% (2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Kevin Douglas shares dispositive power with respect to 1,061,846 shares held by James E. Douglas, III.

(2) Based on 64,197,763 shares of the Issuer's common stock outstanding as of September 30, 2015, as reported on the Issuer's consolidated balance sheet for the period ended September 30, 2015 filed as exhibit 99.2 to the Issuer's Form 6-K, filed with the SEC on November 10, 2015.

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**

OWNED BY **8** SHARED VOTING POWER:

EACH
REPORTING
PERSON

3,614,020 (2)

WITH **9** SOLE DISPOSITIVE POWER:

0

10 SHARED DISPOSITIVE POWER:

3,614,020 (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,614,020 (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

5.6% (3)

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 3,614,020 shares jointly as the beneficiaries of the K&M Douglas Trust.
- (3) Based on 64,197,763 shares of the Issuer's common stock outstanding as of September 30, 2015, as reported on the Issuer's consolidated balance sheet for the period ended September 30, 2015 filed as exhibit 99.2 to the Issuer's Form 6-K, filed with the SEC on November 10, 2015.

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 **3,527,906**

OWNED BY **8** SHARED VOTING POWER:

EACH
REPORTING
PERSON

0

WITH **9** SOLE DISPOSITIVE POWER:

3,527,906

10 SHARED DISPOSITIVE POWER:

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,527,906

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

5.5% (2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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

(2) Based on 64,197,763 shares of the Issuer's common stock outstanding as of September 30, 2015, as reported on the Issuer's consolidated balance sheet for the period ended September 30, 2015 filed as exhibit 99.2 to the Issuer's Form 6-K, filed with the SEC on November 10, 2015.

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 **1,841,885**

OWNED BY **8** SHARED VOTING POWER:

EACH
REPORTING
PERSON

0

WITH **9** SOLE DISPOSITIVE POWER:

0

10 SHARED DISPOSITIVE POWER:

1,841,885 (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,841,885 (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

2.9% (3)

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 1,841,885 shares held by the Douglas Family Trust.

(3) Based on 64,197,763 shares of the Issuer's common stock outstanding as of September 30, 2015, as reported on the Issuer's consolidated balance sheet for the period ended September 30, 2015 filed as exhibit 99.2 to the Issuer's Form 6-K, filed with the SEC on November 10, 2015.

Schedule 13D

This Amendment No. 2 (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 (the Schedule 13D). 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 4. PURPOSE OF TRANSACTION

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

On March 17, 2016, the Filers and the Issuer entered into a Nomination Agreement (the Nomination Agreement). Under the Nomination Agreement, so long as the Filers and their affiliates beneficially own more than 10% of the Issuer s outstanding common shares, the Filers are entitled to nominate a director to the Issuer s Board of Directors. On March 17, 2016, Rodney (Rod) Nunn was appointed to the Issuer s Board of Directors under the Nomination Agreement.

In addition, on March 17, 2016, the Filers also entered into a letter agreement (the Letter Agreement) with the Issuer and the Company. Pursuant to the terms of the Letter Agreement, the Filers acknowledged that the terms of the Voting Agreement, previously entered into with the Company and the Issuer, remain in effect. The Letter Agreement also modified the terms of the Voting Agreement to provide that, in addition to the previous provisions relating to termination of the Voting Agreement, the Voting Agreement may also be terminated by the Filers after delivery of written notice of termination in the event that the effective time of the Merger has not occurred on or before April 30, 2016.

The foregoing summary of the principal terms of the Letter Agreement and the Nomination Agreement does not purport to be complete and is qualified in its entirety by reference to the full copies of the Letter Agreement and the Nomination Agreement, filed herewith as Exhibits 7.4 and 7.5, respectively, and incorporated by reference herein.

No additional consideration was paid by or to the Company, the Issuer, or the Filers in connection with the Nomination Agreement or Letter Agreement, and therefore no funds were used in connection with the transactions requiring the filing of this statement.

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) 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 Items 4 and 5 of this statement, and the agreements attached as exhibits hereto, 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.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS

The Filers hereby add the following disclosure to this Item 7:

- 7.4 Letter Agreement by and among the Filers, the Issuer and the Company dated March 17, 2016.
- 7.5 Nomination Agreement between the Filers and the Issuer dated March 17, 2016.

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: March 21, 2016

*Kevin Douglas

KEVIN DOUGLAS

Date: March 21, 2016

*Michelle Douglas

MICHELLE DOUGLAS

Date: March 21, 2016

*James E. Douglas, III

JAMES E. DOUGLAS, III

K&M DOUGLAS TRUST

Date: March 21, 2016

*Kevin Douglas

By: Kevin Douglas

Title: Trustee

Date: March 21, 2016

*Michelle Douglas

By: Michelle Douglas

Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS

IRREVOCABLE DESCENDANTS TRUST

Date: March 21, 2016

*Kevin Douglas

By: Kevin Douglas

Title: Trustee

Date: March 21, 2016

*Michelle Douglas

By: Michelle Douglas

Title: Trustee

DOUGLAS FAMILY TRUST

Date: March 21, 2016

*James E. Douglas, Jr.

By: James E. Douglas, Jr.

Title: Trustee

Date: March 21, 2016

*Jean A. Douglas

By: Jean A. Douglas

Title: Trustee

*Eileen Wheatman

/s/ Eileen Wheatman
By: Eileen Wheatman
Attorney-in-Fact