

KLEINHEINZ CAPITAL PARTNERS INC
Form SC 13G/A
February 17, 2009

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...10.4

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

POWERSECURE INTERNATIONAL, INC.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

73936N105

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 in 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 the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 73936N105

1 NAMES OF REPORTING PERSONS
Kleinheinz Capital Partners, Inc.

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

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%**

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

**SEE ITEM 4(b).

CUSIP No. 73936N105

1 NAMES OF REPORTING PERSONS
Kleinheinz Capital Partners LDC

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

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%**

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

**SEE ITEM 4(b).

CUSIP No. 73936N105

1 NAMES OF REPORTING PERSONS
John Kleinheinz

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

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%**

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

**SEE ITEM 4(b).

AMENDMENT NO. 1 TO SCHEDULE 13G

This Amendment No. 1 to Schedule 13G (the Amendment) is an amendment to the initial statement on Schedule 13G relating to shares of Common Stock of PowerSecure International, Inc., a Delaware corporation (the Issuer), filed with the Securities and Exchange Commission on February 14, 2008 (the Schedule 13G).

This Amendment is being filed on behalf of Kleinheinz Capital Partners, Inc., a Texas corporation (Kleinheinz), Kleinheinz Capital Partners LDC, a Cayman Islands limited duration company (the LDC), and John Kleinheinz, the principal of both Kleinheinz and LDC. This Amendment relates to shares of Common Stock of the Issuer held by Kleinheinz for the account of private investment funds for which Kleinheinz acts as investment adviser.

Because Kleinheinz holds less than 5% of the outstanding shares of Common Stock of the Issuer, this Amendment should be deemed a Terminating Schedule 13G and extinguishes any further reporting obligations of the reporting persons with respect to the Issuer.

Item 1(a) Name of Issuer.

No Change.

Item 1(b) Address of Issuer s Principal Executive Offices.

No Change.

Item 2(a) Name of Person Filing.

No Change.

Item 2(b) Address of Principal Business Office, or, if none, Residence.

No Change.

Item 2(c) Citizenship or Place of Organization.

No Change.

Item 2(d) Title of Class of Securities.

No Change.

Item 2(e) CUSIP Number.

No Change.

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

No Change.

Item 4 Ownership.

- (a) Kleinheinz, LDC and John Kleinheinz may be deemed the beneficial owners of 0 shares of Common Stock.
- (b) Kleinheinz, LDC and John Kleinheinz may be deemed the beneficial owners of 0.0% of the outstanding shares of Common Stock.
- (c) Kleinheinz, LDC and John Kleinheinz, as principal of both entities, have the sole power to vote and dispose of 0 shares of Common Stock.

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 Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following p.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

No Change.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

No Change.

Item 8 Identification and Classification of Members of the Group.

No Change.

Item 9 Notice of Dissolution of Group.

No Change.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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: February 17, 2009

KLEINHEINZ CAPITAL PARTNERS, INC.

By: /s/ John B. Kleinheinz

Name: John B. Kleinheinz

Title: President

KLEINHEINZ CAPITAL PARTNERS LDC

By: /s/ John B. Kleinheinz

Name: John B. Kleinheinz

Title: Managing Director

By: /s/ John B. Kleinheinz

John B. Kleinheinz