

PIONEER POWER SOLUTIONS, INC.
Form 10-Q
August 14, 2012

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: June 30, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number: 333-155375

PIONEER POWER SOLUTIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

27-1347616
(I.R.S. Employer Identification No.)

400 Kelby Street, 9th Floor
Fort Lee, New Jersey 07024
(Address of principal executive offices)

(212) 867-0700
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes R No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes Q No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company Q

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes

No Q

Indicate the number of shares outstanding of each of the registrant’s classes of common stock as of the latest practicable date.

| Class | Outstanding at August 13, 2012 |
|---------------------------------|--------------------------------|
| Common Stock, \$0.001 par value | 5,907,255 |

PIONEER POWER SOLUTIONS, INC.
TABLE OF CONTENTS

| | Page |
|---|-----------|
| PART I. FINANCIAL INFORMATION | |
| Item 1. Financial Statements | |
| Consolidated Statements of Earnings for the Three and Six Months Ended June 30, 2012 and 2011 | 1 |
| Consolidated Statements of Comprehensive Income for the Three and Six Months Ended June 30, 2012 and 2011 | 2 |
| Consolidated Balance Sheets at June 30, 2012 and December 31, 2011 | 3 |
| Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2012 and 2011 | 4 |
| Notes to Consolidated Financial Statements | 5 |
| Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations | 12 |
| Item 4. Controls and Procedures | 18 |
| PART II. OTHER INFORMATION | |
| Item 6. Exhibits | 18 |

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

PIONEER POWER SOLUTIONS, INC.
Consolidated Statements of Earnings
(In thousands, except per share data)
(Unaudited)

| | Three Months Ended | | Six Months Ended | |
|---|--------------------|----------|------------------|----------|
| | June 30, | | June 30, | |
| | 2012 | 2011 | 2012 | 2011 |
| Revenues | \$21,820 | \$16,412 | \$42,137 | \$32,138 |
| Cost of goods sold | 17,056 | 12,860 | 32,783 | 24,265 |
| Gross profit | 4,764 | 3,552 | 9,354 | 7,873 |
| Operating expenses | | | | |
| Selling, general and administrative | 3,310 | 2,507 | 6,551 | 5,095 |
| Foreign exchange (gain) loss | (14) | 5 | (86) | (12) |
| Total operating expenses | 3,296 | 2,512 | 6,465 | 5,083 |
| Operating income | 1,468 | 1,040 | 2,889 | 2,790 |
| Interest and bank charges | 249 | 99 | 443 | 221 |
| Other expense (income) | 1 | 441 | 30 | 441 |
| Earnings from continuing operations before income taxes | 1,218 | 500 | 2,416 | 2,128 |
| Provision for income taxes | 358 | 65 | 697 | 528 |
| Earnings from continuing operations | 860 | 435 | 1,719 | 1,600 |
| Earnings (loss) from discontinued operations, net of income taxes | (78) | (210) | (161) | (412) |
| Net earnings | \$782 | \$225 | \$1,558 | \$1,188 |
| Earnings from continuing operations per share: | | | | |
| Basic | \$0.15 | \$0.07 | \$0.29 | \$0.27 |
| Diluted | \$0.15 | \$0.07 | \$0.29 | \$0.27 |
| Earnings per common share: | | | | |
| Basic | \$0.13 | \$0.04 | \$0.26 | \$0.20 |
| Diluted | \$0.13 | \$0.04 | \$0.26 | \$0.20 |
| Weighted average common shares outstanding: | | | | |
| Basic | 5,907 | 5,907 | 5,907 | 5,907 |
| Diluted | 5,908 | 5,985 | 5,907 | 5,969 |

The accompanying notes are an integral part of these consolidated financial statements

PIONEER POWER SOLUTIONS, INC.
 Consolidated Statements of Comprehensive Income
 (In thousands)
 (Unaudited)

| | Three Months Ended | | Six Months Ended | |
|--|--------------------|-------|------------------|---------|
| | June 30, | | June 30, | |
| | 2012 | 2011 | 2012 | 2011 |
| Net earnings | \$782 | \$225 | \$1,558 | \$1,188 |
| Other comprehensive income, net of tax: | | | | |
| Foreign currency translation adjustments | (231) | 43 | (103) | 253 |
| Amortization of net prior service costs and net actuarial losses | (65) | (45) | (9) | (26) |
| Other comprehensive income | (296) | (2) | (112) | 227 |
| Comprehensive income | \$486 | \$223 | \$1,446 | \$1,415 |

The accompanying notes are an integral part of these consolidated financial statements

PIONEER POWER SOLUTIONS, INC.
Consolidated Balance Sheets
(In thousands)

| | June 30, 2012 | December 31, 2011 |
|--|------------------|----------------------|
| ASSETS | (Unaudited) | |
| Current Assets | | |
| Cash and cash equivalents | \$ 150 | \$ 1,398 |
| Accounts receivable | 10,305 | 8,172 |
| Inventories | 15,235 | 13,711 |
| Income taxes receivable | 171 | 517 |
| Deferred income taxes | 600 | 753 |
| Prepaid expenses and other current assets | 701 | 421 |
| Current assets of discontinued operations | 240 | 457 |
| Total current assets | 27,402 | 25,429 |
| Property, plant and equipment | 10,798 | 9,983 |
| Noncurrent deferred income taxes | 1,096 | 679 |
| Notes receivable | 600 | 300 |
| Intangible assets | 5,441 | 5,585 |
| Goodwill | 6,861 | 6,862 |
| Total assets | \$52,198 | \$ 48,838 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current Liabilities | | |
| Bank overdrafts | \$ 1,049 | \$ - |
| Accounts payable and accrued liabilities | 11,974 | 11,316 |
| Current maturities of long-term debt and capital lease obligations | 9,010 | 8,870 |
| Income taxes payable | 318 | 445 |
| Current liabilities of discontinued operations | 333 | 554 |
| Total current liabilities | 22,684 | 21,185 |
| Long-term debt and capital lease obligations, net of current maturities | 9,342 | 9,015 |
| Pension deficit | 581 | 569 |
| Noncurrent deferred income taxes | 3,244 | 3,301 |
| Total liabilities | 35,851 | 34,070 |
| Shareholders' Equity | | |
| Preferred stock, par value \$0.001; 5,000,000 shares authorized; none issued | - | - |
| Common stock, par value \$0.001; 30,000,000 shares authorized; 5,907,255 shares issued and outstanding | 6 | 6 |
| Additional paid-in capital | 7,928 | 7,795 |
| Accumulated other comprehensive income (loss) | (935) | (823) |
| Retained earnings | 9,348 | 7,790 |
| Total shareholders' equity | 16,347 | 14,768 |
| Total liabilities and shareholders' equity | \$52,198 | \$ 48,838 |

The accompanying notes are an integral part of these consolidated financial statements

PIONEER POWER SOLUTIONS, INC.
Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

| | Six Months Ended June 30, | |
|---|------------------------------|----------|
| | 2012 | 2011 |
| Operating activities | | |
| Net earnings (loss) | \$1,558 | \$1,188 |
| Depreciation | 587 | 334 |
| Amortization of intangibles | 143 | 107 |
| Deferred tax expense | (320) | (281) |
| Accrued pension | 3 | (36) |
| Stock-based compensation | 133 | 126 |
| Restructuring and asset impairment charges, discontinued operations | 49 | - |
| Changes in current operating assets and liabilities | | |
| Accounts receivable, net | (2,153) | (152) |
| Inventories | (1,539) | (1,020) |
| Prepaid expenses and other current assets | (283) | (444) |
| Income taxes | 224 | 97 |
| Accounts payable and accrued liabilities | 656 | 726 |
| Discontinued operations assets and liabilities, net | (55) | (87) |
| Net cash provided by (used in) operating activities | (997) | 558 |
| Investing activities | | |
| Additions to property, plant and equipment | (1,421) | (422) |
| Note receivable | (300) | - |
| Net cash used in investing activities | (1,721) | (422) |
| Financing activities | | |
| Increase (decrease) in bank overdrafts | 1,064 | 1,441 |
| Increase (decrease) in revolving credit facilities | 392 | 2,009 |
| Increase in long-term debt | 1,074 | 10,269 |
| Repayment of long-term debt and capital lease obligations | (982) | (340) |
| Net cash provided by (used in) financing activities | 1,548 | 13,379 |
| Increase (decrease) in cash and cash equivalents | (1,170) | 13,515 |
| Effect of foreign exchange on cash and cash equivalents | (78) | 66 |
| Cash and cash equivalents | | |
| Beginning of year | 1,398 | 516 |
| End of period | \$150 | \$14,097 |

The accompanying notes are an integral part of these consolidated financial statements

1. Basis of Presentation

Unless the context requires otherwise, references in this Form 10-Q to the “Company,” “Pioneer,” “we,” “our” and “us” refer to Pioneer Power Solutions, Inc. and its subsidiaries, including Pioneer Electrogrouop Canada Inc., Pioneer Transformers Ltd., Bemag Transformer Inc., Jefferson Electric, Inc. and Pioneer Wind Energy Systems Inc.

These unaudited consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. Certain prior year amounts have been reclassified to conform to the current year presentation, including amounts related to Pioneer Wind Energy Systems Inc. which are reported as discontinued operations.

These unaudited consolidated financial statements have been prepared pursuant to the rules of the Securities and Exchange Commission (“SEC”). Certain information and footnote disclosures, normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”), have been condensed or omitted pursuant to those rules and regulations. We believe that the disclosures made are adequate to make the information presented not misleading. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary to fairly state the financial position, results of operations and cash flows with respect to the interim consolidated financial statements have been included. The results of operations for the interim period are not necessarily indicative of the results for the entire fiscal year. The year-end balance sheet data was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP.

These unaudited consolidated financial statements should be read in conjunction with the risk factors, audited consolidated financial statements and notes thereto of the Company and its subsidiaries included in its Annual Report on Form 10-K for the year ended December 31, 2011, which was filed with the SEC on March 30, 2012.

Reverse Stock Split

The Company’s board of directors authorized a one-for-five reverse stock split on June 1, 2011, which took effect on June 20, 2011. All share and related stock option and warrant information presented in these financial statements and accompanying footnotes has been retroactively adjusted to reflect the reduced number of shares resulting from this action.

2. Summary of Significant Accounting Policies

The Company’s significant accounting policies were described in Note 2 to our audited consolidated financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2011. There have been no significant changes in the Company’s accounting policies for the first two quarters of 2012.

Recent Accounting Pronouncements

There have been no recent accounting pronouncements not yet adopted by the Company which would have a material impact on our financial statements.

The Company adopted certain amendments to Accounting Standards Codification (“ASC”) 820, “Fair Value Measurements,” effective January 1, 2012. These amendments include a consistent definition of fair value, enhanced disclosure requirements for “Level 3” fair value adjustments and other changes to required disclosures. Their adoption did not have a material impact on the Company’s consolidated financial statements.

The Company adopted the amendments to ASC 220, "Comprehensive Income," effective January 1, 2012. The amendments pertained to presentation and disclosure only.

The Company adopted the amendments to ASC 350, "Intangibles-Goodwill and Others," effective January 1, 2012. The amended guidance allows us to do an initial qualitative assessment of relevant events and circumstances to determine if fair value of a reporting unit is more likely than not to be less than its carrying value, prior to performing the two-step quantitative goodwill impairment test. The adoption of these amendments did not have a material impact on the Company's consolidated financial statements.

3. Discontinued Operations

During September 2011, the Company committed to a plan to divest or wind down its Pioneer Wind Energy Systems Inc. subsidiary which was established by the Company in 2010 to market its utility scale wind turbine designs, after-sales services and equipment financing to community wind and industrial customers. This decision was part of the Company's strategy to focus on businesses that create the most shareholder value. Weak domestic wind energy market conditions combined with the inability of the Company to establish an arrangement, on commercially acceptable terms, with a qualified third party to provide outsourced parts procurement and assembly services, caused the Company to reduce and extend further out into the future its projected sales and operating profit of the business. The decision to divest or wind down the business resulted in a non-cash asset impairment charge of \$1.6 million to adjust the carrying value of the subsidiary's assets to their fair value. This impairment charge was recognized in the third quarter of 2011 on certain inventory, property, plant and equipment and other assets. In addition, at the time the Company also recognized a \$0.6 million charge related to its expected future severance, rent and insurance payment obligations.

The results of operations for Pioneer Wind Energy Systems Inc. are reported as discontinued operations for all periods presented and are summarized as follows (in thousands):

| | Three Months Ended | | Six Months Ended | |
|---|--------------------|----------|------------------|----------|
| | June 30, | | June 30, | |
| | 2012 | 2011 | 2012 | 2011 |
| Net sales | \$60 | \$- | \$110 | \$- |
| (Loss) from operations of discontinued business (1) | (78) | (210) | (161) | (412) |
| Income tax expense | - | - | - | - |
| Loss from discontinued operations, net of tax | \$(78) | \$(210) | \$(161) | \$(412) |

(1) Includes \$0.1 million of inventory write-down and non-cash asset impairment charges recognized during the six months ended June 30, 2012.

4. Inventories

The components of inventories are summarized below (in thousands):

| | June 30, 2012 | December 31, 2011 |
|---|------------------|----------------------|
| Raw materials | \$6,339 | \$ 6,184 |
| Work in process | 3,628 | 2,974 |
| Finished goods | 5,806 | 5,217 |
| Provision for excess and obsolete inventory | (538) | (664) |
| Total inventories | \$15,235 | \$ 13,711 |

Included in raw materials at June 30, 2012 and December 31, 2011 are goods in transit of approximately \$0.4 million and \$0.3 million, respectively.

5. Goodwill and Other Intangible Assets

Changes in goodwill and intangible asset balances for the six months ended June 30, 2012, consisted of the following (in thousands):

| | Goodwill | Intangible assets |
|---------------------------------|----------|----------------------|
| Balance as of December 31, 2011 | 6,862 | 5,585 |
| Additions due to acquisitions | - | - |
| Amortization | - | (143) |
| Foreign currency translation | (1) | (1) |
| Balance as of June 30, 2012 | \$6,861 | \$5,441 |

The components of intangible assets as of June 30, 2012 are summarized below (in thousands):

| | Intangible assets | Accumulated amortization | Foreign currency translation | Net book value |
|--|----------------------|-----------------------------|------------------------------------|-------------------|
| Customer relationships | \$2,962 | \$ (486) | (47) | \$2,429 |
| Non-compete agreement | 95 | (53) | (1) | \$41 |
| Trademarks | 2,049 | - | (13) | 2,036 |
| Technology-related industry accreditations | 950 | - | (15) | 935 |
| Total intangible assets | \$6,056 | \$ (539) | \$(76) | \$5,441 |

6. Notes Receivable

In December 2011 and January 2012, the Company's Pioneer Transformers Ltd. subsidiary funded two promissory notes, each in the amount of \$300,000, from a developer of a renewable energy project in the U.S. The promissory notes accrue interest at a rate of 4.5% per annum with a final payment of all unpaid principal and interest becoming fully due and payable upon the earlier to occur of (i) the four year anniversary of the issuance date of the promissory notes, or (ii) an event of default. As defined in the promissory notes, an event of default includes, but is not limited to, the following: any bankruptcy, reorganization or similar proceeding involving the borrower, a sale or transfer of substantially all the assets of the borrower, a default by the borrower relating to any indebtedness due to third parties, the incurrence of additional indebtedness by the borrower without the Company's written consent and failure of the borrower to perform its obligations pursuant to its other agreements with the Company, including its purchase order for pad mount transformers.

7. Credit Facilities

Canadian Credit Facilities

In June 2011, Pioneer Electrogrouop Canada Inc., a wholly owned subsidiary of Pioneer Power Solutions, Inc. and the parent company of Pioneer Transformers Ltd., Bemag Transformer Inc. and Pioneer Wind Energy Systems Inc. (the "Borrowers"), entered into a letter loan agreement with the Company's Canadian bank (the "Canadian Facilities") that replaced and superseded all of the Company's prior financing arrangements with the bank. Bemag Transformer Inc. became a party to the Canadian Facilities on July 1, 2011, upon the acquisition of all of its capital shares by the Company.

The Canadian Facilities provide for up to \$23.0 million CAD (approximately \$22.6 million expressed in U.S. dollars) consisting of a \$10.0 million demand revolving credit facility (“Facility A”) to finance ongoing operations, a \$2.0 million term credit facility (“Facility B”) that financed a plant expansion, a \$10.0 million term credit facility (“Facility C”) to finance acquisitions, capital expenditures or to provide funding to Pioneer Power Solutions, Inc., a \$50,000 Corporate MasterCard credit facility (“Facility D”) and a \$1.0 million foreign exchange settlement risk facility (“Facility E”).

The Canadian Facilities are secured by a first-ranking lien in the amount of approximately \$25 million CAD on all of the present and future movable and immovable property of the Borrowers and their subsidiaries.

The Canadian Facilities require the Borrowers to comply on a consolidated basis with various financial covenants, including maintaining a minimum fixed charge coverage ratio of 1.25, a maximum funded debt to EBITDA ratio of 2.75 and a limitation on funded debt to less than 60% of capitalization. The Canadian Facilities also restrict the ability of the Borrowers to, among other things, (i) provide any funding to any person, including affiliates, in an aggregate amount exceeding \$5.0 million CAD or (ii) make distributions in an aggregate amount exceeding 50% of Pioneer Electrogroup Canada Inc.’s previous year’s net income.

Facility A is subject to margin criteria and borrowings bear interest at the bank's prime rate plus 0.50% per annum on amounts borrowed in Canadian dollars, or the U.S. base rate plus 0.50% per annum or LIBOR plus 2.00% per annum on amounts borrowed in U.S. dollars.

Borrowings under Facility B bear interest at the bank's prime rate plus 1.00% per annum with principal repayments becoming due on a five year amortization schedule.

Borrowings under Facility C are repayable according to a five year principal amortization schedule and bear interest at the following rates: if the funded debt to EBITDA ratio is equal to or greater than 2.00, the bank's prime rate plus 1.25% per annum on amounts borrowed in Canadian dollars, or the U.S. base rate plus 1.25% per annum or LIBOR plus 2.50% per annum on amounts borrowed in U.S. dollars; or, if the funded debt to EBITDA ratio is less than 2.00, the bank's prime rate plus 1.00% per annum on amounts borrowed in Canadian dollars, or the U.S. base rate plus 1.00% per annum or LIBOR plus 2.25% per annum on amounts borrowed in U.S. dollars. In addition, Facility C is subject to a standby fee which is calculated monthly using the unused portion of the facility at either 0.625% per annum if the funded debt to EBITDA ratio is equal to or greater than 2.00, or 0.5625% per annum if the funded debt to EBITDA ratio is less than 2.00.

As of June 30, 2012, the Company had approximately \$12.1 million in U.S. dollar equivalents outstanding under the Canadian Facilities and was in compliance with its financial covenant requirements. The Company's borrowings consisted of approximately \$1.4 million outstanding under Facility A, \$1.7 million outstanding under Facility B, and \$9.0 million outstanding under Facility C.

United States Credit Facilities

In January 2008, the Company's Jefferson Electric, Inc. subsidiary entered into a bank loan agreement with a U.S. bank that included a revolving credit facility, initially with a borrowing base limit of \$5.0 million and a term credit facility (the "U.S. Facilities"). Monthly payments of accrued interest were required under the revolving credit facility and monthly payments of principal and accrued interest were required under the term credit facility. As of April 30, 2010, the date the Company acquired Jefferson Electric, Inc., final payment of all outstanding amounts under the U.S. Facilities was due on October 31, 2011. The interest rate under the revolving credit facility was equal to the greater of the bank's reference rate or 6.5% per annum. The interest rate under the term credit facility was 7.27% annually. Borrowings under the U.S. Facilities were collateralized by substantially all the assets of Jefferson Electric, Inc. which had a net carrying value of approximately \$14.1 million as of June 30, 2012 and were guaranteed by its Mexican subsidiary. In addition, an officer of Jefferson Electric, Inc. was a guarantor under the U.S. Facilities and he provided additional collateral to the bank in the form of common stock and a warrant to purchase shares of common stock of the Company held by him.

In November 2011, Jefferson Electric, Inc. revised its financing arrangement and extended the maturity date of the U.S. Facilities to October 31, 2012. The amended loan agreement provided for an increase in the borrowing base limit of the revolving credit facility to \$6.0 million and a decrease in the interest rate to the bank's reference rate (currently 3.25% per annum) plus 2.0%. In connection with the amendment, the Company prepaid \$250,000 under the term credit facility in November 2011 and made an additional prepayment of \$750,000 in January 2012. The interest rate under the term credit facility was reduced to 6.0% annually, with monthly payments of principal and accrued interest calculated based on an amortization of the then-remaining principal balance outstanding over a hypothetical 5-year term, with a final payment of all outstanding amounts due on October 31, 2012.

Borrowings under the U.S. Facilities continue to be collateralized by substantially all the assets of Jefferson Electric, Inc. and an officer of the subsidiary remains a guarantor. In addition, the Company entered into a guaranty agreement

with respect to Jefferson Electric, Inc.'s obligations under the U.S. Facilities and the bank agreed to release additional collateral consisting of common stock and a warrant held by the officer of Jefferson Electric, Inc.

The U.S. Facilities, as amended, require Jefferson Electric, Inc. to comply with certain financial covenants, including a requirement to exceed minimum quarterly targets for tangible net worth and maintain a minimum debt service coverage ratio. The U.S. Facilities also restrict Jefferson Electric, Inc.'s ability to pay dividends or make distributions, advances or other transfers of assets.

As of June 30, 2012, Jefferson Electric, Inc. had approximately \$5.1 million outstanding under the revolving credit facility, approximately \$1.1 million outstanding under the term credit facility and was in compliance with their financial covenant requirements. On July 25, 2012, the term credit facility was prepaid in full. See Note 14 “Subsequent Event” in the notes to our consolidated financial statements for further details.

Long-Term Debt

Long-term debt consists of the following (in thousands):

| | June 30, 2012 | December 31, 2011 |
|--|------------------|----------------------|
| Revolving credit facilities | \$6,595 | \$ 6,199 |
| Term credit facilities | 11,755 | 11,669 |
| Capital lease obligations | 2 | 17 |
| Total debt and capital lease obligations | 18,352 | 17,885 |
| Less current portion | (9,010) | (8,870) |
| Total long-term debt and capital lease obligations | \$9,342 | \$ 9,015 |

8. Shareholders’ Equity

The Company had common stock, \$0.001 par value, outstanding of 5,907,255 shares as of June 30, 2012 and December 31, 2011, respectively.

As of June 30, 2012, the Company had warrants outstanding to purchase 640,000 shares of common stock with an average exercise price of approximately \$14.00 per share. The warrants expire on dates beginning on December 2, 2014 and ending on April 30, 2015. No warrants were exercised during the six months ended June 30, 2012.

The board of directors is authorized, subject to any limitations prescribed by law, without further vote or action by the shareholders, to issue from time to time up to 5,000,000 shares of preferred stock, \$0.001 par value, in one or more series. Each such series of preferred stock shall have such number of shares, designations, preferences, voting powers, qualifications, and special or relative rights or privileges as shall be determined by the board of directors, which may include, among others, dividend rights, voting rights, liquidation preferences, conversion rights and preemptive rights.

9. Fair Value Measurement

The Company assesses the inputs used to measure the fair value of financial assets and liabilities using a three-tier hierarchy.

Level 1 Valuation is based upon unadjusted quoted prices for identical instruments traded in active markets.

Level 2 Valuation is based upon quoted prices for identical or similar instruments such as interest rates, foreign currency exchange rates, commodity rates and yield curves, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions include management’s own judgments about the assumptions market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

The carrying values of accounts and notes receivables, and accounts payable approximate fair value. Certain assets, including long-lived assets held and used and assets held for sale are measured at fair value on a non-recurring basis. There were no fair value measurement losses recognized for such assets in the first quarter of 2012.

-9-

10. Stock-Based Compensation

A summary of stock option activity under the 2011 Long-Term Incentive Plan as of June 30, 2012, and changes during the six months ended June 30, 2012, are presented below:

| | Stock options | Weighted average exercise price | Weighted average remaining contractual term | Aggregate intrinsic value |
|---------------------------------|------------------|---------------------------------------|--|---------------------------------|
| Balance December 31, 2011 | 118,400 | \$ 15.07 | 7.05 | \$ - |
| Granted | 50,000 | 4.22 | 8.68 | 44,500 |
| Exercised | - | - | - | - |
| Forfeited | - | - | - | - |
| Outstanding as of June 30, 2012 | 168,400 | \$ 11.85 | 7.11 | \$ 44,500 |
| Exercisable as of June 30, 2012 | 78,933 | \$ 15.09 | 6.58 | \$ - |

As of June 30, 2012, there were 531,600 shares available for future grants under the Company's 2011 Long-Term Incentive Plan.

Expense for stock-based compensation recorded for the six months ended June 30, 2012 and 2011 was approximately \$133,000 and \$126,000, respectively. As of June 30, 2012, the Company had total stock-based compensation expense remaining to be recognized in the statement of earnings of approximately \$0.3 million.

11. Pension Plan

One of the Company's Canadian subsidiaries sponsors a defined benefit pension plan in which a majority of its employees are members. The subsidiary funds 100% of all contributions to the plan. The benefits, or the rate per year of credit service, are established by the Company and updated at its discretion.

The components of the expense the Company incurred under the pension plan are as follows (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|------|------------------------------|------|
| | 2012 | 2011 | 2012 | 2011 |
| Current service cost, net of employee contributions | \$10 | \$9 | \$21 | \$17 |
| Interest cost on accrued benefit obligation | 36 | 37 | 71 | 73 |
| Expected return on plan assets | (40) | (39) | (78) | (78) |
| Amortization of transitional obligation | 3 | 3 | 7 | 7 |
| Amortization of past service costs | 2 | 2 | 4 | 4 |
| Amortization of net actuarial gain | 12 | 8 | 24 | 16 |
| Total cost of benefit | \$23 | \$20 | \$49 | \$39 |

Cost of Benefits

The Company's policy is to fund the pension plan at or above the minimum level required by law. The Company made \$29,000 and \$65,000 of contributions to its defined benefit pension plan during the six months ended June 30, 2012 and 2011, respectively. Changes in the discount rate and actual investment returns that are lower than the long-term

expected return on plan assets could result in the Company making additional contributions.

-10-

12. Geographical Information

The Company has one material operating segment, being the sale of electrical equipment. Revenues are attributable to countries based on the location of the Company's customers (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---------------|--------------------------------|----------|------------------------------|----------|
| | 2012 | 2011 | 2012 | 2011 |
| Canada | \$14,065 | \$10,499 | \$26,211 | \$20,381 |
| United States | 7,636 | 5,829 | 15,594 | 11,059 |
| Others | 119 | 84 | 332 | 698 |
| Total | \$21,820 | \$16,412 | \$42,137 | \$32,138 |

13. Basic and Diluted Earnings Per Share

Basic and diluted earnings per common share are calculated based on the weighted average number of shares outstanding during the period. The Company's employee and director stock option awards, as well as incremental shares issuable upon exercise of warrants, are not considered in the calculations if the effect would be anti-dilutive. The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share data):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|--------|------------------------------|---------|
| | 2012 | 2011 | 2012 | 2011 |
| Numerator: | | | | |
| Earnings from continuing operations | \$860 | \$435 | \$1,719 | \$1,600 |
| Denominator: | | | | |
| Weighted average basic shares outstanding | 5,907 | 5,907 | 5,907 | 5,907 |
| Effect of dilutive securities -- equity based compensation plans | 1 | 2 | - | 1 |
| Net dilutive effect of warrants outstanding | - | 76 | - | 61 |
| Denominator for diluted earnings per common share | 5,908 | 5,985 | 5,907 | 5,969 |
| Earnings from continuing operations per common share: | | | | |
| Basic | \$0.15 | \$0.07 | \$0.29 | \$0.27 |
| Diluted | \$0.15 | \$0.07 | \$0.29 | \$0.27 |
| Anti-dilutive securities (excluded from per share calculation): | | | | |
| Equity based compensation plans | 131 | 60 | 131 | 110 |
| Warrants | 640 | 410 | 640 | 410 |

14. Subsequent Event

On July 25, 2012, the Company's indirect wholly owned Mexican subsidiary, Nexus Magneticos de Mexico, S. de R.L. de C.V. ("Nexus"), entered into a term loan agreement with GE CF Mexico, S.A. de C.V. ("GE Capital Mexico"). At closing, GE Capital Mexico advanced to Nexus \$1,652,805 under the term loan agreement, less a non-refundable

commission of 1% and less a pledge of cash representing 10% of the loan amount. Immediately upon receiving the term loan advance, Nexus made an intercompany loan in the same principal amount to Jefferson Electric, Inc., its controlling shareholder. In turn, Jefferson Electric, Inc. used the intercompany loan proceeds to repay a portion of its outstanding secured indebtedness owed to its U.S. bank. The net proceeds were used by Jefferson Electric, Inc. to repay approximately \$1,060,000 of principal and accrued interest that was then outstanding under its term note with the bank, as well as to reduce the outstanding balance under the company's revolving credit facility by approximately \$338,000.

The term loan from GE Capital Mexico is payable in 60 consecutive monthly installments and bears interest, payable monthly, at a rate of 6.93% per annum. The term loan may be prepaid by Nexus in increments of at least \$100,000, subject to the application of certain prepayment and other fees as established in the term loan agreement. The term loan agreement contains customary representations and warranties, affirmative and negative covenants and events of default, including covenants that restrict Nexus' ability to create certain liens, incur additional liabilities, make certain types of investments, engage in mergers, consolidations, significant asset sales and affiliate transactions, pay dividends, redeem or repurchase outstanding equity and make capital expenditures.

The obligations of Nexus under the term loan are secured by (i) a pledge of cash in the amount of 10% of the term loan amount, (ii) a trust agreement, pursuant to which Nexus and Jefferson Electric, Inc. transferred title to substantially all of their equipment and machinery assets located in Mexico to a Mexican bank as trustee, to serve as security for all of Nexus' obligations under the term loan agreement, and (iii) a corporate guaranty by the Company of all of Nexus' obligations under the term loan agreement.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the accompanying consolidated interim financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and with our Annual Report on Form 10-K for the year ended December 31, 2011, which was filed with the Securities and Exchange Commission on March 30, 2012 and is available on the SEC's website at www.sec.gov.

Unless the context requires otherwise, references in this Form 10-Q to the "Company," "Pioneer," "we," "our" and "us" refer to Pioneer Power Solutions, Inc. and its subsidiaries, including Pioneer Electrogroupp Canada Inc., Pioneer Transformers Ltd., Bemag Transformer Inc., Jefferson Electric, Inc. and Pioneer Wind Energy Systems Inc.

Special Note Regarding Forward-Looking Statements

This Form 10-Q contains "forward-looking statements," which include information relating to future events, future financial performance, financial projections, strategies, expectations, competitive environment and regulation. Words such as "may," "should," "could," "would," "predicts," "potential," "continue," "expects," "anticipates," "future," "intends," "estimates," and similar expressions, as well as statements in future tense, identify forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results and may not be accurate indications of when such performance or results will be achieved. Forward-looking statements are based on information we have when those statements are made or management's good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to:

- Our ability to expand our business through strategic acquisitions.
- Our ability to integrate acquisitions and related businesses.
- Many of our competitors are better established and have significantly greater resources, and may subsidize their competitive offerings with other products and services, which may make it difficult for us to attract and retain customers.
- We depend on Hydro-Quebec Utility Company and Siemens Industry, Inc. for a large portion of our business, and any change in the level of orders from Hydro-Quebec Utility Company or Siemens Industry, Inc., could have a significant impact on our results of operations.
- The potential loss or departure of key personnel, including Nathan J. Mazurek, our Chairman, President and Chief Executive Officer.
- A majority of our revenue and a significant portion of our expenditures are derived or spent in Canadian dollars. However, we report our financial condition and results of operations in U.S. dollars. As a result, fluctuations between the U.S. dollar and the Canadian dollar will impact the amount of our revenues.
- Our ability to generate internal growth.
- Market acceptance of existing and new products.
- Operating margin risk due to competitive pricing and operating efficiencies, supply chain risk, material, labor or overhead cost increases, interest rate risk and commodity risk.
- Restrictive loan covenants or our ability to repay or refinance debt under our credit facilities could limit our future financing options and liquidity position and may limit our ability to grow our business.
- General economic conditions and market conditions in the electrical equipment, power generation, commercial construction, industrial production, oil and gas, marine and infrastructure industries.
- The impact of geopolitical activity on the economy, changes in government regulations such as income taxes, climate control initiatives, the timing or strength of an economic recovery in our markets and our ability to access capital markets.

- Unanticipated increases in raw material prices or disruptions in supply could increase production costs and adversely affect our profitability.
- Our chairman controls a majority of our combined voting power, and may have, or may develop in the future, interests that may diverge from yours.
 - Future sales of large blocks of our common stock may adversely impact our stock price.

The foregoing does not represent an exhaustive list of matters that may be covered by the forward-looking statements contained herein or risk factors that we are faced with that may cause our actual results to differ from those anticipated in our forward-looking statements. Moreover, new risks regularly emerge and it is not possible for us to predict or articulate all risks we face, nor can we assess the impact of all risks on our business or the extent to which any risk, or combination of risks, may cause actual results to differ from those contained in any forward-looking statements. Except to the extent required by applicable laws or rules, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. You should carefully review the risk factors and other cautionary statements in our Annual Report on Form 10-K for the year ended December 31, 2011 and those described from time to time in our other reports filed with the Securities and Exchange Commission for a discussion of the foregoing and other risks that relate to our business and investing in shares of our common stock.

One-for-Five Reverse Stock Split

Our board of directors authorized a one-for-five reverse stock split on June 1, 2011 which took effect on June 20, 2011. All share and related option and warrant information presented in the following discussion and analysis of our financial condition and results of operations and the accompanying consolidated interim financial statements has been retroactively adjusted to reflect the reduced number of shares outstanding which resulted from this action.

Overview

We are a manufacturer of specialty electrical equipment and provide, through our three operating subsidiaries, Pioneer Transformers Ltd., Jefferson Electric, Inc. and Bemag Transformer Inc., a broad range of custom-engineered and general purpose electrical transformers for applications in the utility, industrial and commercial segments of the electrical transmission and distribution industry. We are headquartered in Fort Lee, New Jersey and presently operate from six other locations in the U.S., Canada and Mexico for manufacturing, centralized distribution, engineering, sales and administration.

On April 30, 2010, we completed the acquisition of Jefferson Electric, Inc., a Wisconsin-based manufacturer and supplier of dry-type transformers. Through transactions completed in June and August 2010 we acquired substantially all the assets and the capital stock of AAER Inc. to form Pioneer Wind Energy Systems Inc., a business which we are currently in the process of winding down or divesting. The results of operations for Pioneer Wind Energy Systems Inc. are reported as discontinued operations for all periods presented in the following discussion and analysis of our financial condition and results of operations.

On July 1, 2011, we completed the acquisition of all the capital stock of Bemag Transformer Inc., a Quebec-based manufacturer of low and medium voltage dry-type transformers and custom magnetics. Also on such date, we acquired all the machinery and equipment assets of Vermont Transformer, Inc., the former U.S. affiliate of Bemag Transformer Inc.

Foreign Currency Exchange Rates

We report our financial results in U.S. dollars. Accordingly, all comparative financial information contained in this discussion has been recast from Canadian dollars to U.S. dollars. We also elected to report our financial results in accordance with generally accepted accounting principles in the U.S. to improve the comparability of our financial information with our peer companies.

Although we have elected to report our results in accordance with generally accepted accounting principles in the U.S. and in U.S. dollars, our largest subsidiary, Pioneer Electrogrouop Canada Inc. (and its subsidiaries including Pioneer Transformers Ltd., Bemag Transformer Inc. and Pioneer Wind Energy Systems Inc.) is a Canadian entity and its functional currency is the Canadian dollar. As such, its financial position, results of operations, cash flows and equity are initially consolidated in Canadian dollars. The subsidiary's assets and liabilities are then translated from Canadian dollars to U.S. dollars by applying the foreign currency exchange rate in effect at the balance sheet date, while the results of our operations and cash flows are translated to U.S. dollars by applying the average foreign currency exchange rate in effect during the reporting period. The resulting translation adjustments are included in other comprehensive income or loss.

The financial position and operating results of Pioneer Electrogroup Canada Inc. have been translated to U.S. dollars by applying the following exchange rates, expressed as the number of Canadian dollars to one U.S. dollar for each period reported:

| Quarter Ended | 2012 | | | 2011 | | |
|---------------|--|--|--------------------|--|--|--------------------|
| | Consolidated Balance Sheet End of Period | Consolidated Statements of Earnings and Comprehensive Income | | Consolidated Balance Sheet End of Period | Consolidated Statements of Earnings and Comprehensive Income | |
| | End of Period | Period Average | Cumulative Average | End of Period | Period Average | Cumulative Average |
| March 31 | \$0.9975 | \$1.0012 | \$1.0012 | \$0.9696 | \$0.9860 | \$0.9860 |
| June 30 | \$1.0181 | \$1.0102 | \$1.0057 | \$0.9645 | \$0.9676 | \$0.9768 |

Critical Accounting Policies

Use of Estimates. The preparation of financial statements in accordance with generally accepted accounting principles in the U.S. requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The financial statements include estimates based on currently available information and our judgment as to the outcome of future conditions and circumstances. Significant estimates in these financial statements include pension expense, inventory provisions, useful lives and impairment of long-lived assets, warranty accruals, income tax determination, stock-based compensation, allowance for doubtful accounts and estimates related to purchase price allocation. Changes in the status of certain facts or circumstances could result in material changes to the estimates used in the preparation of the financial statements and actual results could differ from the estimates and assumptions.

There have been no material changes to our critical accounting policies as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2011.

Results of Operations

Three and Six Months Ended June 30, 2012 Compared to Three and Six Months Ended June 30, 2011

Revenue. For the three months ended June 30, 2012, our consolidated revenue increased by \$5.4 million, or 32.9%, to \$21.8 million, up from \$16.4 million during the three months ended June 30, 2011. Approximately \$1.6 million of the revenue increase reflects growth in the transformer businesses we have owned for more than one year. The remaining \$3.8 million increase in our revenue resulted from an additional six months of operations for the dry-type transformer business we acquired in July 2011. Excluding the effect of this acquisition, revenue from our dry-type transformer products increased \$1.5 million, or 25.2% on a year-over-year basis. This growth was led in percentage terms by our OEM sales channels and in dollar terms by our distribution sales channel, which represented more than half of the sales increase. Revenue from our liquid-filled transformer products increased by 0.5% during the three months ended June 30, 2012 (or up 4.9% on a constant currency basis) on stable demand from key utility and industrial customers.

For the six months ended June 30, 2012, our consolidated revenue increased by \$10.0 million, or 31.1%, to \$42.1 million, up from \$32.1 million during the six months ended June 30, 2011. Approximately \$2.9 million of the revenue increase reflects growth in the transformer businesses we have owned for more than one year. The remaining \$7.1 million increase in our revenue resulted from an additional six months of operations for the dry-type transformer

business we acquired in July 2011. Excluding the effect of this acquisition, revenue from our dry-type transformer products increased \$4.1 million, or 36.6% on a year-over-year basis, while revenue from our liquid-filled transformer products decreased 6.0% (3.3% in constant currency), during the six months ended June 30, 2012.

Gross Margin. For the three months ended June 30, 2012, our gross margin percentage increased to 21.8% of revenues, compared to 21.6% during the three months ended June 30, 2011. The 0.2% increase in gross margin was due to product mix, driven in particular by higher margins on our liquid-filled transformer products. Offsetting this increase, however, was the continuing shift in our sales mix, both through organic growth and acquisitions, towards lower-margin, dry-type transformers sold primarily through our distribution channel. Approximately 52% of our revenue during the three months ended June 30, 2012 consisted of dry-type transformers, as compared to only 37% during the same period of 2011.

For the six months ended June 30, 2012, our gross margin percentage decreased to 22.2% of revenues, compared to 24.5% during the six months ended June 30, 2011. The 2.3% decrease in gross margin was due to growth in dry-type transformer sales which represented 53% of our consolidated revenue during the six months ended June 30, 2012, as compared to only 35% during the same period of 2011. Our gross margin percentage for liquid-filled products remained stable during the first six months of 2012, as compared to 2011, while our average gross margin percentage on dry-type products declined by 3.1%. This dry-type margin decline in 2012 resulted from significantly higher sales of our less profitable designs, principally catalogue-type products sold through our distribution network to commercial construction customers.

Selling, General and Administrative Expense. For the three months ended June 30, 2012, our selling, general and administrative expense increased by approximately \$0.8 million, or 32.0%, to \$3.3 million, as compared to \$2.5 million during the three months ended June 30, 2011. Approximately \$0.7 million of the increase was due to the inclusion of Bemag Transformer Inc. in our consolidated results during the three months ended June 30, 2012, as compared to the prior year period before we had acquired the subsidiary. As a percentage of total revenue, our selling, general and administrative expense decreased to 15.2% during the three months ended June 30, 2012, as compared to 15.3% during the three months ended June 30, 2011.

For the six months ended June 30, 2012, our selling, general and administrative expense increased by approximately \$1.5 million, or 28.6%, to \$6.6 million, as compared to \$5.1 million during the six months ended June 30, 2011. The acquisition of Bemag Transformer Inc. accounted for approximately \$1.2 million of the increase. The remaining \$0.3 million increase was attributable to variable costs associated with higher sales volume and to increased corporate expenses. As a percentage of total revenue, our selling, general and administrative expense decreased to 15.5% during the six months ended June 30, 2012, as compared to 15.9% during the six months ended June 30, 2011.

Foreign Exchange (Gain) Loss. During the three and six month periods ended June 30, 2012 approximately 64% and 62% of our consolidated operating revenues were denominated in Canadian dollars and a material percentage of our expenses are denominated and disbursed in U.S. dollars. We have not historically engaged in currency hedging activities. Fluctuations in foreign currency exchange rates between the time we initiate and then settle transactions with our customers and suppliers can have an impact on our operating results. For the three months ended June 30, 2012, we recorded a gain of approximately \$14,000 due to currency fluctuations, compared to a loss of approximately \$5,000 during the three months ended June 30, 2011. For the six months ended June 30, 2012, we recorded a gain of approximately \$86,000, compared to a gain of approximately \$12,000 during the six months ended June 30, 2011.

Interest and Bank Charges. For the three and six month periods ended June 30, 2012, interest and bank charges were approximately \$249,000 and \$443,000, as compared to \$99,000 and \$221,000 during the three and six month periods ended June 30, 2011. The increase in interest expense was due to higher average borrowings as a result of the acquisition of Bemag Transformer Inc. in July 2011 which was funded primarily through new bank borrowings.

Other Expense (Income). For the three and six month periods ended June 30, 2012, other non-operating expense was approximately \$1,000 and \$30,000, as compared to \$441,000 during the three month and six month periods ended June 31, 2011. The 2012 other expense consists primarily of professional fees incurred in connection with post-closing requirements related to the acquisition of Bemag Transformer Inc. The 2011 other expense relates to our public offering of common stock that was withdrawn due to market conditions.

Provision for Income Taxes. For the three and six month periods ended June 30, 2012, our provision for income taxes reflects an effective tax rate on earnings before income taxes of 29.4% and 28.9%, respectively, as compared to 13.0% and 24.8% during the three and six month periods ended June 30, 2011. Most of our taxable income is derived in Canada where we are subject to lower corporate tax rates relative to our U.S. operations. The increase in our effective

tax rate during 2012, as compared to 2011, was due to higher taxable income recognized by our U.S. subsidiaries.

-15-

Earnings from Continuing Operations. We generated earnings from continuing operations of \$0.8 million and \$1.7 million during the three and six month periods ended June 30, 2012, respectively, as compared to \$0.4 million and \$1.6 million during the three and six month periods ended June 30, 2011. During 2012 as compared to 2011, our earnings from continuing operations benefitted from a higher consolidated operating margin on increased sales, for the reasons described above, partially offset by increased interest expense and the effect of a higher effective income tax rate. Earnings from continuing operations per basic and diluted share were \$0.15 and \$0.29 for the three month and six month periods ended June 30, 2012, respectively, as compared to \$0.07 and \$0.27 for the three and six month periods ended June 30, 2011.

Backlog. Our order backlog at June 30, 2012 was \$24.3 million, as compared to \$24.8 million at December 31, 2011 and \$16.5 million at June 30, 2011. Our backlog is based on orders expected to be delivered in the future, most of which is expected to occur during 2012.

Discontinued Operations

As a result of our plan to divest Pioneer Wind Energy Systems Inc., the assets and liabilities of the business are considered held for sale as at June 30, 2012 and therefore the financial results are reported as discontinued operations in the consolidated financial statements. For the three and six month periods ended June 30, 2012, our loss from discontinued operations was approximately \$0.1 million and \$0.2 million, respectively, as compared to \$0.2 million and \$0.4 million during the three and six month periods ended June 30, 2011. The 2012 net losses reflect ongoing operating and administrative expenses, costs related to asset disposals and a charge of \$0.1 million related to doubtful accounts. See Note 3 "Discontinued Operations" in the notes to our consolidated financial statements for further information.

Liquidity and Capital Resources

General. At June 30, 2012, we had \$0.2 million of cash and cash equivalents and total debt, including capital lease obligations, of \$18.4 million. We have historically met our cash needs through a combination of cash flows from operating activities and short-term bank borrowings. Our cash requirements are generally for operating activities, debt repayment and capital improvements. We believe that working capital, borrowing capacity available under our credit facilities and funds generated from operations should be sufficient to finance our cash requirements for anticipated operating activities, capital improvements and principal repayments of debt through at least the next twelve months.

Cash used by our operating activities was approximately \$1.0 million during the six months ended June 30, 2012, compared to cash provided by our operating activities of \$0.6 million during the six months ended June 30, 2011. The principal elements of cash used for operating activities during the six months ended June 30, 2012 were \$3.1 million for working capital to support our revenue growth during the period, \$0.3 million related to deferred taxes and pension costs, plus \$0.2 million used for discontinued operations. These uses of cash during the period were partially offset by net earnings from continuing operations of \$1.7 million and \$0.9 million of non-cash expenses consisting of depreciation, amortization and stock-based compensation.

Cash used in investing activities during the six months ended June 30, 2012 was approximately \$1.7 million, as compared to \$0.4 million during the six months ended June 30, 2011. During the six months ended June 30, 2012 our cash used in investing activities increased primarily due to the purchase of the land and buildings comprising our Canadian dry-type transformer manufacturing facility for approximately \$1.1 million. Also during 2012, we made a loan of \$0.3 million to the developer of a renewable energy project in the U.S. which was extended for the purpose of securing a purchase order for our transformers. Additions to our property, plant and equipment in the ordinary course of business were \$0.3 million during the six months ended June 30, 2012, as compared to \$0.4 million during the six

months ended June 30, 2011.

Cash provided by our financing activities was approximately \$1.5 million during the six months ended June 30, 2012, compared to cash provided of \$13.4 million during the six months ended June 30, 2011. During the 2012 period, the increase in cash from financing activities resulted from \$1.5 million of increased bank overdrafts and borrowings under our revolving credit facilities, plus \$1.1 million of new term debt for a facility purchase, less approximately \$1.1 million which was used to pay down our outstanding term loan bank debt and capital lease obligations. During the six months ended June 30, 2011, the significant increase in our cash from financing activities resulted from approximately \$9.8 million of new borrowings provided by our Canadian credit facilities for the acquisition of Bemag Transformer Inc., in addition to the purchase of certain assets from Vermont Transformers, Inc. and to fund anticipated transaction expenses. These acquisitions closed on July 1, 2011. Also during the 2011 period, our short term bank borrowings and overdrafts increased by \$1.9 million, we increased our long-term borrowings by approximately \$2.0 million to finance the expansion of our liquid-filled transformer manufacturing and we repaid approximately \$0.3 million of long-term debt and capital lease obligations.

-16-

Canadian Credit Facilities. In June 2011, Pioneer Electrogrouop Canada Inc., our wholly owned subsidiary and the parent company of Pioneer Transformers Ltd., Bemag Transformer Inc. and Pioneer Wind Energy Systems Inc. entered into a letter loan agreement with our Canadian bank (the “Canadian Facilities”) that replaced and superseded all of our prior financing arrangements with the bank.

The Canadian Facilities provide for up to \$23.0 million CAD (approximately \$22.6 million expressed in U.S. dollars) consisting of a \$10.0 million CAD demand revolving credit facility (“Facility A”) to finance ongoing operations, a \$2.0 million CAD term credit facility (“Facility B”) that financed a plant expansion, a \$10.0 million CAD term credit facility (“Facility C”) to finance acquisitions, capital expenditures or to provide funding to our U.S. corporations, a \$50,000 CAD Corporate MasterCard credit facility and a \$1.0 million CAD foreign exchange settlement risk facility.

As of June 30, 2012, we had approximately \$1.4 million outstanding under Facility A, \$1.6 million outstanding under Facility B and \$9.0 million outstanding under Facility C.

United States Credit Facilities. Our Jefferson Electric, Inc. subsidiary has a bank loan agreement with a U.S. bank that includes a revolving credit facility with a borrowing base limit of \$6.0 million and a term credit facility (the “U.S. Facilities”). As of June 30, 2012, there was approximately \$5.1 million outstanding under the revolving credit facility and \$1.1 million outstanding under the term credit facility. Monthly payments of accrued interest must be made under the revolving credit facility and monthly payments of principal and accrued interest must be made under the term credit facility, with a final payment of all outstanding amounts due on October 31, 2012.

Capital Expenditures. During the last twelve months, we completed the expansion of our liquid-filled transformer manufacturing facility at a cost of approximately \$2.0 million and purchased our dry-type transformer facility and land in Canada at a cost of approximately \$1.1 million. We are currently evaluating plans to expand the dry-type facility, a project which is unlikely to commence before the end of the year, but otherwise have no major future capital projects planned, or significant replacement spending anticipated, during 2012.

Subsequent Event. On July 25, 2012, our indirect wholly owned Mexican subsidiary, Nexus Magneticos de Mexico, S. de R.L. de C.V. (“Nexus”), entered into a term loan agreement with GE CF Mexico, S.A. de C.V. (“GE Capital Mexico”). At closing, GE Capital Mexico advanced to Nexus \$1,652,805 under the term loan agreement, less a non-refundable commission of 1% and less a pledge of cash representing 10% of the loan amount. Immediately upon receiving the term loan advance, Nexus made an intercompany loan in the same principal amount to Jefferson Electric, Inc., its controlling shareholder. In turn, Jefferson Electric, Inc. used the intercompany loan proceeds to repay a portion of its outstanding secured indebtedness owed to its U.S. bank. The net proceeds were used by Jefferson Electric, Inc. to repay approximately \$1,060,000 of principal and accrued interest that was then outstanding under its term note with the bank, as well as to reduce the outstanding balance under the company’s revolving credit facility by approximately \$338,000.

The term loan from GE Capital Mexico is payable in 60 consecutive monthly installments and bears interest, payable monthly, at a rate of 6.93% per annum. The term loan may be prepaid by Nexus, subject to certain conditions and potential additional fees. The term loan agreement contains customary representations and warranties, affirmative and negative covenants and events of default. The obligations of Nexus under the term loan are secured by (i) a pledge of cash in the amount of 10% of the term loan amount, (ii) a trust agreement, pursuant to which Nexus and Jefferson Electric, Inc. transferred title to substantially all of their equipment and machinery assets located in Mexico to a Mexican bank as trustee, to serve as security for all of Nexus’ obligations under the term loan agreement, and (iii) a corporate guaranty by us of all of Nexus’ obligations under the term loan agreement.

Item 4. Controls and Procedures

Management's Conclusions Regarding Effectiveness of Disclosure Controls and Procedures

As of June 30, 2012, we conducted an evaluation, under the supervision and participation of management including our chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Securities Exchange Act of 1934, as amended). There are inherent limitations to the effectiveness of any system of disclosure controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon this evaluation, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of June 30, 2012.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2012 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 6. Exhibits

See Index to Exhibits.

SIGNATURES

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

PIONEER POWER SOLUTIONS, INC.

Date: August 14, 2012

/s/ Nathan J. Mazurek
Nathan J. Mazurek
President, Chief Executive Officer and
Chairman of the Board of Directors
(Principal Executive Officer duly authorized
to sign on behalf of Registrant)

Date: August 14, 2012

/s/ Andrew Minkow
Andrew Minkow
Chief Financial Officer, Secretary and
Treasurer
(Principal Financial Officer and Principal
Accounting Officer duly authorized to sign on
behalf of Registrant)

| Exhibit No. | Description |
|-------------|--|
| 3.1 | Composite Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to Amendment No. 4 to the Registration Statement on Form S-1 of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on June 21, 2011). |
| 3.2 | Bylaws (Incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on December 2, 2009). |
| 4.1 | Form of Securities Purchase Agreement (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on December 7, 2009). |
| 4.2 | Form of \$10.00 Warrant (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on December 7, 2009). |
| 4.3 | Form of \$16.25 Warrant (Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on December 7, 2009). |
| 4.4 | Warrant to Purchase Common Stock, dated April 30, 2010, issued to Thomas Klink (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on May 4, 2010). |
| 4.5 | Warrant to Purchase Common Stock, dated April 26, 2010 (Incorporated by reference to Exhibit 4.6 to Post-Effective Amendment No. 1 to Registration Statement on Form S-1 of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on June 1, 2010). |
| 4.6 | Form of Warrant to Purchase Common Stock, dated May 11, 2010, issued to investor relations firm and its designees (Incorporated by reference to Exhibit 4.7 to the Registration Statement on Form S-1 of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on April 20, 2011). |
| 31.1* | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2* | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1* | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2* | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101** | The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, formatted in XBRL (eXtensible Business Reporting Language), (i) Consolidated Statements of Earnings, (ii) Consolidated Balance Sheets, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Cash Flows and (v) Notes to the Consolidated Financial Statements. |

* Filed herewith.

** Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as

amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

-19-