



#38913

**DATE: MAY 9, 2016**

**SUBJECT: POWERSECURE INTERNATIONAL, INC. – CASH  
SETTLEMENT/ACCELERATION OF EXPIRATIONS  
OPTION SYMBOL: POWR  
DATE: 5/9/16**

On May 5, 2016, Shareholders of PowerSecure International, Inc. (POWR) voted concerning the proposed merger with PSMS Corporation, a wholly-owned subsidiary of The Southern Company. The merger was approved and subsequently consummated before the opening of business on May 9, 2016. As a result, each existing POWR Common Share will be converted into the right to receive \$18.75 net cash per share.

**CONTRACT ADJUSTMENT**

DATE: May 9, 2016

NEW DELIVERABLE  
PER CONTRACT: \$1,875.00 Cash (\$18.75 x 100)

Settlement in POWR options will take place through OCC's cash settlement system. Settlement will be accomplished by payment of the difference between the extended strike amount and the cash deliverable.

**ACCELERATION OF EXPIRATIONS**

Pursuant to OCC Rule 807, equity stock option contracts whose deliverables are adjusted to call for cash-only delivery will be subject to an acceleration of the expiration dates for outstanding option series. (See OCC Information Memo 23707) Additionally, the exercise by exception (ex by ex) threshold for expiring series will be \$.01 in all account types.

All series of PowerSecure International, Inc. options whose expiration dates are after 5-20-2016 will have their expiration dates advanced to 5-20-2016. Expiration dates occurring before 5-20-2016 (e.g., Flex options) will remain unchanged.

All PowerSecure International, Inc. options will utilize a \$.01 exercise threshold.

Option Symbol: POWR  
Existing Expiration: All months  
New expiration date: 5-20-2016

Existing American-style PowerSecure International, Inc. options remain exercisable at the option of the holder prior to their expiration. Exercised options will continue to settle in three business days.

**DISCLAIMER**

This Information Memo provides an unofficial summary of the terms of corporate events affecting listed options or futures prepared for the convenience of market participants. OCC accepts no responsibility for the accuracy or completeness of the summary, particularly for information which may be relevant to investment decisions. Option or futures investors should independently ascertain and evaluate all information concerning this corporate event(s).

The determination to adjust options and the nature of any adjustment is made by a panel of The OCC Securities Committee pursuant to OCC By-Laws, Article VI, Sections 11 and 11A. The adjustment panel is comprised of representatives from OCC and each exchange which trades the affected option. The determination to adjust futures and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article XII, Sections 3, 4, or 4A, as applicable. For both options and futures, each adjustment decision is made on a case by case basis. Adjustment decisions are based on information available at the time and are subject to change as additional information becomes available or if there are material changes to the terms of the corporate event(s) occasioning the adjustment.

**ALL CLEARING MEMBERS ARE REQUESTED TO IMMEDIATELY ADVISE ALL BRANCH OFFICES AND CORRESPONDENTS ON THE ABOVE.**

For questions regarding this memo, call Investor Services at 1-888-678-4667 or email [investorservices@theocc.com](mailto:investorservices@theocc.com). Clearing Members may contact Member Services at 1-800-544-6091 or, within Canada, at 1-800-424-7320, or email [memberservices@theocc.com](mailto:memberservices@theocc.com).