

POWERSECURE INTERNATIONAL, INC.
Form SC 13G
June 18, 2010

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

SCHEDULE 13G

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

Powersecure International, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

59159Q107

(CUSIP Number)

June 9, 2010

(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).

SEC 1745 (01-06) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. **59159Q107**

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Gruber and McBaine Capital Management, LLC.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b)

3. SEC Use Only

.....

4. Citizenship or Place of Organization
California

Number of Shares Beneficially Owned by Each Reporting	5.	Sole Voting Power 0
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Person With

6. Shared
Voting
Power
854,736

7. Sole
Dispositive
Power
0

8. Shared
Dispositive
Power

854,736

9. Aggregate Amount Beneficially Owned by Each
Reporting Person **854,736**

10. Check if the Aggregate Amount in Row (9) Excludes
Certain Shares (See Instructions).....

11. Percent of Class Represented by Amount in Row (9)
4.7%

12. Type of Reporting Person (See Instructions) **IA &
OO**

CUSIP No. **59159Q107**

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above
persons (entities only).
Jon D. Gruber

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a) X
- (b)

3. SEC Use Only

.....

4. Citizenship or Place of Organization

United States

5. Sole Voting Power
139,720

6. Shared Voting Power
854,736

7. Sole Dispositive Power
139,720

8. Shared Dispositive Power
854,736

Number of Shares Beneficially Owned by Each Reporting Person With

9. Aggregate Amount Beneficially Owned by Each Reporting Person
994,456

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).....

11. Percent of Class Represented by Amount in Row (9) **5.4 %**

12. Type of Reporting Person (See Instructions) **IN**

CUSIP No. **59159Q107**

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).
J. Patterson McBaine

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power
132,312

Number of
Shares
Owned by
Each Reporting
Person With

6. Shared
Voting
Power
854,736

7. Sole
Dispositive
Power
132,312

8. Shared
Dispositive
Power
854,736

9. Aggregate Amount Beneficially
Owned by Each Reporting Person
987,048

10. Check if the Aggregate Amount in
Row (9) Excludes Certain Shares
(See
Instructions).....

11. Percent of Class Represented by
Amount in Row (9) **5.4 %**

12. Type of Reporting Person (See
Instructions) **IN**

CUSIP No. **59159Q107**

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above
persons (entities only).
Eric B. Swergold

2.

Check the Appropriate Box if a Member of a Group (See Instructions)

- (a) X
- (b)

3. SEC Use Only

.....

4. Citizenship or Place of Organization

United States

5. Sole Voting Power **0**

6. Shared Voting Power **854,736**

7. Sole Dispositive Power **0**

8. Shared Dispositive Power **854,736**

9. Aggregate Amount Beneficially Owned by Each Reporting Person **854,736**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Number of Shares Beneficially Owned by Each Reporting Person With

(See Instructions).....

11. Percent of Class Represented by Amount in Row (9) **4.7%**

12. Type of Reporting Person (See Instructions) **IN**

CUSIP No. **75954T104**

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Lagunitas Partners

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b)

3. SEC Use Only
.....

4. Citizenship or Place of Organization
United States

Number of Shares Beneficially Owned by Each Reporting Person With

5. Sole Voting Power **0**

6. Shared Voting Power **701,466**

7. Sole Dispositive Power **0**

8.

Shared Dispositive Power
701,466

9. Aggregate Amount Beneficially Owned by Each Reporting Person
701,466

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).....

11. Percent of Class Represented by Amount in Row (9) **3.8 %**

12. Type of Reporting Person (See Instructions) **PN**

Item 1.

Name of Issuer:

(a) Powersecure International, Inc.

Address of Issuer's Principal Executive Offices:

(b) 1609 Heritage Commerce Court

Wake Forest, NC 27587

Item 2.

(a) Name of Person Filing:

Gruber & McBaine Capital Management, LLC ("GMCM")

Jon D. Gruber ("Gruber")

J. Patterson McBaine ("McBaine")

Eric Swergold
("Swergold")

Address of Principal
Business Office or, if
none, Residence:

(b)

**50 Osgood Place,
Penthouse, San
Francisco, CA 94133**

(c)

Citizenship: See item 4 of
cover sheet.

(d)

Title of Class of
Securities: **Common
Stock**

(e)

CUSIP Number:
59159Q107

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:

- | | | |
|-----|--------------------------|---|
| (a) | <input type="checkbox"/> | Broker or
dealer
registered
under section
15 of the Act
(15 U.S.C.
78o). |
| (b) | <input type="checkbox"/> | Bank as defined
in section
3(a)(6) of the
Act (15 U.S.C.
78c). |
| (c) | <input type="checkbox"/> | Insurance
company as
defined in
section 3(a)(19)
of the Act (15
U.S.C. 78c). |
| (d) | <input type="checkbox"/> | Investment
company
registered
under section 8
of the
Investment |

- | | | |
|-----|-------------------------------------|---|
| | | Company Act of 1940 (15 U.S.C 80a-8). |
| (e) | <input checked="" type="checkbox"/> | An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E); |
| (f) | <input type="checkbox"/> | An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F); |
| (g) | <input checked="" type="checkbox"/> | A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G); |
| (h) | <input type="checkbox"/> | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | <input type="checkbox"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | <input checked="" type="checkbox"/> | Group, in accordance with 240.13d-1(b)(1)(ii)(J). |

Item 4. Ownership.

See Items 5-9 and 11 of the cover page for each Filer.

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 person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

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

GMCM is a registered investment advisor whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the Stock. Gruber & McBaine are the Managers, controlling persons and portfolio managers of GMCM. No individual clients holdings of the Stock are more than five percent of the outstanding Stock. Lagunitas is an investment limited partnerships of which GMCM is the general partner.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

GMCM, Gruber, McBaine and Swergold constitute a group within the meaning of Rule 13d-5(b). Lagunitas is not a member of any group and disclaims beneficial ownership of the securities with respect to its ownership is repositied.

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

(a) The following certification shall be included with respect to GMCM, Gruber and McBaine:

By
signing
below I
certify
that, to the
best of my
knowledge
and belief,
the
securities
referred to
above
were
acquired
and are
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.

- (b) The following certification shall be included with respect to Lagunitas, and Swergold:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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.

Dated: June 16, 2010

Gruber & McBaine Capital Management, LLC

By: /s/ J. Patterson McBaine

Title: Manager

/s/ Jon D. Gruber

Jon D. Gruber

/s/ J. Patterson McBaine

J. Patterson McBaine

/s/ Eric B. Swergold

Eric B. Swergold

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations
(See 18 U.S.C. 1001)