

HPEV, INC.
Form SC 13D/A
February 19, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)
(Amendment No. 4)*

HPEV, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001
(Title of Class of Securities)

98978M103
(CUSIP Number)

David Lubin, Esq.
David Lubin & Associates, PLLC
10 Union Avenue, Suite 5
Lynbrook, NY 11563
(516) 887-8200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 31, 2013
(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 Sections 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 Section 240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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*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 disclosures provided in a prior cover page.

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



1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Timothy J. Hassett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

6,774,000

NUMBER OF
SHARES

8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

9 SOLE DISPOSITIVE POWER

6,774,000

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,774,000 *

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

13.91%

14 TYPE OF REPORTING PERSON

IN

* Includes 700,000 shares held by the spouse of the reporting person as described herein.

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EXPLANATORY NOTE

This Amendment No. 4 to the statement on Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on behalf of Timothy J. Hassett (the “Reporting Person”), with respect to the common stock of HPEV, Inc. (the “Issuer”) filed on February 13, 2013, as amended by Amendment No.1 and Amendment No. 2, each filed on February 26, 2013, and Amendment No. 3 filed on July 5, 2013 (collectively, the “Schedule 13D”), is being filed pursuant to Rule 13d-2 of the Securities Exchange Act of 1934 to amend and supplement certain information set forth below in the items indicated. Only those items that are amended or supplemented are reported herein. All capitalized terms used in this Amendment No. 4 and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D. Except as amended and supplemented herein, the Schedule 13D, including the definitions of terms not otherwise defined herein, remains in full force and effect.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Person is deemed to be the beneficial owner of 6,774,000 shares of the Issuer’s common stock representing 13.91% of the Issuer’s outstanding common stock based upon the information contained in the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on November 19, 2013 that 48,695,373 shares of common stock of the Issuer were outstanding as of November 8, 2013.

(b) The Reporting Person is deemed to have the sole power to vote or to direct the vote of 6,774,000 shares of the Issuer’s common stock. The Reporting Person does not share the power to vote or to direct the vote of shares with any other person. Included in the 6,774,000 shares are 700,000 shares owned by the spouse of the Reporting Person. The Reporting Person has the right to dispose of or to direct the disposition of said 700,000 shares of common stock of the Issuer pursuant to a Proxy. For the terms and conditions of the Proxy, reference is hereby made to such Proxy annexed hereto as Exhibit 99.4. All statements made herein concerning the foregoing Proxy are qualified in their entirety by reference to Exhibit 99.4.

(c) The Reporting Person engaged in the following transactions: (i) on July 31, 2013, the Reporting Person gifted an aggregate of 100,000 shares of common stock of the Issuer and (ii) on December 20, 2013, the Reporting Person gifted an aggregate of 85,000 shares of common stock of the Issuer. The spouse of the Reporting Person executed an irrevocable proxy in favor of the Reporting Person granting the Reporting Person the right to vote the 700,000 shares of the Issuer as determined by the Reporting Person.

(d) No entity or person other than the Reporting Person is known to have the right to receive, or the power to direct the receipt of dividends from, or the proceeds from the sale of, the common shares of common stock that are held by the Reporting Person, other than the 700,000 shares held by the spouse of the Reporting Person.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit Irrevocable Proxy dated December 17, 2013, by Tina Marie Hassett in favor of Timothy Hassett. 99.4.

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: February 19, 2014

By: /s/ Timothy J. Hassett
Timothy J. Hassett

Exhibit Irrevocable Proxy dated December 17, 2013, by Tina Marie Hassett in favor of Timothy Hassett.
99.4.