UQM TECHNOLOGIES INC
Form 10-K/A
April 30, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

[x] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2017

OR

[   ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _________________

Commission file number 1-10869

UQM TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Colorado	84-0579156
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4120 Specialty Place, Longmont, Colorado	80504
(Address of principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code: (303) 682-4900

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class	Name of each exchange on which registered
Common Stock	NYSE American

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.	Yes [ ]	No [X]
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.	Yes [ ]	No [X]
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 [X]	No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such

shorter period that the registrant was required to submit and post such files).	Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[ ] (Do not check if a smaller reporting company)	Smaller reporting company	[X]
		Emerging growth company	[ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).	Yes [ ] No [X]

The aggregate market value of the registrant's common stock ("Common Stock")

held by non-affiliates as of June 30, 2017, based on the closing price of the Common Stock as reported by the NYSE American on such date was approximately $41,294,661.
As of April 27, 2018, there were 54,138,762 shares of the registrant's Common Stock outstanding.

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Explanatory Statement:

UQM Technologies, Inc. (“UQM” or the “Company”) is filing this Amendment No. 1 on Form 10-K/A to amend our Annual Report on Form 10-K for the year ended December 31, 2017, initially filed with the U.S. Securities and Exchange Commission on March 20, 2018 (“Original Form 10-K”). This Amendment No. 1 includes information required by Part III of Form 10-K (Items 10, 11, 12, 13, and 14). Our Original Form 10-K stated that information required by these Items would be incorporated by reference to the Company’s definitive proxy statement for the 2018 Annual Meeting of Shareholders, which was to be filed with the Securities and Exchange Commission on or before April 30, 2018. We are filing this Amendment No. 1 to include this information because we will not be able to file the definitive proxy statement by such date.

This Amendment No. 1 only amends and restates Items 10, 11, 12, 13, and 14 of Part III of the Original Form 10-K. No other items in the Original Form 10-K are amended hereby. This amendment does not change any previously reported financial results, modify or update disclosures in the original filing, or reflect events occurring after the date of the original filing other than compensation decisions and award grants made following the end of the reported period. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), new certifications of our principal executive officer and principal financial officer are being filed as exhibits (Item 15) to this Amendment No. 1.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

DIRECTORS

Pursuant to the bylaws of the Company, the Board (the "Board") or shareholders set the number of directors. The Board currently consists of five members. The Board is not classified, and each director serves for a term of one year and thereafter until his successor is duly elected and qualified. Below is a list of our directors, their ages, committee assignments and business experience.

Name	Age	Position with the Company	Officer or Director Since	Business Experience
Donald W. Vanlandingham	78	Chairman of the Board, Member of the Compensation Committee and Member of the Governance and Nominating Committee	2003	Retired since 2003. Chairman of the board of directors of Ball Aerospace and Technologies Corporation, a wholly-owned subsidiary of Ball Corporation from 2002 to 2003; President and Chief Executive Officer of Ball Aerospace and Technologies Corporation from 1996 to 2002.
Joseph R. Mitchell	57	President and Chief Executive Officer	2012	President and CEO of UQM since January 2016. Interim President, CEO, and Chief Operating Officer (COO) of UQM from July 2015 to January 2016. Senior VP of Operations of UQM from June 2012 to July 2015. Director of Quality, North America for A123 Systems, Inc. from March to May 2012. Director of Operations and Quality – North American Hybrid Electric Drives for Continental Automotive from 2008 to February 2012.
Stephen J. Roy	68	Director, Chairman of the Audit Committee and Member of the	2000	Principal, STL Capital Partners, LLC since 2002. Managing

		Compensation Committee		Director - Investment Banking for A. G. Edwards & Sons, Inc. from 1989 through 2002.
Joseph P. Sellinger	72	Director, Chairman of the Compensation Committee, and Member of the Audit Committee and Member of the Governance and Nominating Committee	2008	Retired since 2006. Vice President, Anheuser Busch Companies and Chairman, President and Chief Executive Officer of the Anheuser Busch Packaging Group from 2000 to 2006.
John E. Sztykiel	61	Director, Chairman of the Governance and Nominating Committee and Member of the Audit Committee	2012	President, Chief Executive Officer and Director, Spartan Motors, Inc. from 2002 to February 2015.

We have provided below information about each director's specific experience, qualifications, attributes or skills that led our Board to conclude, in light of our business and corporate strategy, that such individual should serve as a director of the Company at the time of their election in November 2017.

Mr. Vanlandingham, our Chairman, has been an independent director of the Company for 15 years. He brings many years of leadership and management experience as Chairman and Chief Executive Officer of a major technology and manufacturing company to his role on the Board. With experience in overseeing development of technology and complex equipment with attention to development schedules, production, quality, business development and budgets, he brings valuable insight to the Board as it oversees the Company's operations and strategy.

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Mr. Mitchell is our President and Chief Executive Officer. Mr. Mitchell has over 27 years of experience in the automotive sector with particular focus in operations and quality, and over 17 years of experience in hybrid electric automotive applications. Mr. Mitchell brings operational and management experience specific to UQM's business and is a recognized leader in the electric propulsion industry.

Mr. Roy has been an independent director of the Company for over 18 years. With over 30 years of investment banking experience and over ten years' experience as a principal and co-founder of a private equity business, Mr. Roy brings valuable insight to the Company in finance and accounting, capital markets, business analysis and strategy. Mr. Roy has the financial background and skills to serve as an "audit committee financial expert."

Mr. Sellinger has been an independent director of the Company since 2008. He brings extensive senior management experience with a major manufacturing company to his role on the Board. From his experience running a high volume manufacturing business with annual sales in excess of $1 billion, he provides valuable insight to the Board on operations, planning and implementation of strategy, risk management and other issues as the Company launches volume production of its products.

Mr. Sztykiel has been an independent director of the Company since 2012. Mr. Sztykiel was the Chief Executive Officer of a manufacturer of trucks and truck components for 12 years. In this capacity, Mr. Sztykiel has extensive senior management and marketing experience in the North American truck market. Mr. Sztykiel's extensive management experience in a manufacturing company servicing the truck market provides valuable insight to the Board on strategy, marketing and manufacturing of the Company's products.

No family relationship exists between any director, executive officer, significant employee or person nominated or chosen by the Company to become a director or executive officer. There are no arrangements or understandings between any director and any other person pursuant to which any director was nominated as a director.

During the year ended December 31, 2017, the Board held eleven meetings. Each incumbent director attended or participated in more than 80 percent of the meetings of the Board and Board committees on which he served during the period he was a director. Participation at meetings was sometimes by telephone, which is authorized under Colorado law. The Company encourages directors to attend the Annual Meeting of Shareholders each year. At the 2017 Annual Meeting of Shareholders held November 30, 2017, all members of the Board attended. The independent directors serving on the Board periodically meet as a group without management present. None of the directors listed above have been involved during the last ten years in any legal proceedings that are material to an evaluation of the ability or integrity of that person to serve as a director of the Company.

Code of Ethics

The Company has adopted a Code of Business Conduct Ethics that applies to all directors, officers, employees, consultants, representatives and agents. The Code of Business Conduct Ethics is available on our website at www.uqm.com "Investors – Corporate Governance." If the Company makes any substantive amendments to the Code of Business Conduct Ethics or grants any waiver from a provision of the code to any executive officer or director, the Company will promptly disclose the nature of the amendment or waiver on its website.

Committees of the Board

Our Board has three standing committees - Audit, Compensation, and Governance and Nominating. Each of the Audit, Compensation and Governance and Nominating committees is comprised entirely of independent directors and is led by a committee chair. All of our independent directors are encouraged to, and do, actively participate in the development of the Company's business strategy in collaboration with the Chief Executive Officer and in the general oversight of the Company's operations and financial affairs.

Mr. Roy serves as the committee chair of the Audit Committee. The Audit Committee has a written charter adopted by the Board that specifies its duties including assisting the Board in its general oversight of the Company's financial

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reporting, internal controls and audit functions, and its direct responsibility for the appointment, retention, compensation and oversight of the independent auditors. A copy of the Company's Audit Committee charter is available on our website at www.uqm.com "Investors – Corporate Governance". The Audit Committee consists of three directors, Messrs. Roy, Sellinger and Sztykiel and met five times during the year ending December 31, 2017. All members of the Audit Committee are independent directors as defined in applicable rules of the NYSE American and the Securities and Exchange Commission ("SEC"). The Board has determined that Mr. Roy meets the qualifications of an "audit committee financial expert" in accordance with SEC rules.

Mr. Sztykiel serves as the committee chair of the Governance and Nominating Committee. The Governance and Nominating Committee considers such matters as whether the size and composition of the Board is appropriate in the context of the Company's business operations, monitors and addresses issues related to corporate governance and suggests changes when it deems appropriate and oversees the annual assessment of Board performance. The Governance and Nominating Committee has a written charter specifying its responsibilities. The Governance and Nominating Committee consists of three directors, Messrs. Sellinger, Sztykiel and Vanlandingham and met three times during the year ending December 31, 2017. All members of the Governance and Nominating Committee are independent directors as defined in applicable rules of the NYSE American and the SEC.

Mr. Sellinger serves as the committee chair of the Compensation Committee. The Compensation Committee reviews the performance and compensation of the Company's Chief Executive Officer and administers the 2012 Equity Incentive Plan, Employee Stock Purchase Plan, Non-Employee Director Stock Option Plan and Stock Bonus Plan. The Compensation Committee consists of three directors, Messrs. Roy, Sellinger and Vanlandingham, and met eight times during the year ending December 31, 2017. All members of the Compensation Committee are independent directors as defined in applicable rules of the NYSE American and the SEC. The Compensation Committee has a written charter specifying its responsibilities which is available on our website at www.uqm.com "Investors – Corporate Governance."

Compensation Committee Interlocks and Insider Participation

Messrs. Roy, Sellinger and Vanlandingham were members of the Compensation Committee during the year ending December 31, 2017. All members of the Compensation Committee were independent directors, and no member was an employee or former employee of the Company. During the year ending December 31, 2017, none of the Company's executive officers served on the compensation committee (or its equivalent) or board of directors of another entity whose executive officer served on the Board or the Compensation Committee.

MANAGEMENT

The executive officers of the Company are:

Name	Age	Position
Joseph R. Mitchell	57	President and Chief Executive Officer
David I. Rosenthal	63	Treasurer, Secretary and Chief Financial Officer
Adrian P. Schaffer	56	Senior Vice President of Sales and Business Development
Josh M. Ley	43	Vice President of Engineering

On January 5, 2016, Joseph R. Mitchell was appointed our President and Chief Executive Officer. Mr. Mitchell served as our interim President, Chief Executive Officer, and Chief Operating Officer from July 20, 2015 until January 5, 2016. Mr. Mitchell joined the Company on June 1, 2012 and served as Senior Vice President of Operations. From March 2012 until joining the Company, Mr. Mitchell was Director of Quality, North America, for A123 Systems, Inc. Mr. Mitchell served as Director, Operations and Quality - North American Hybrid Electric Drives for Continental Automotive from January 2008 through March 2012. From January 2007 through January 2008, Mr. Mitchell served as Director of

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Operations and Hybrid Drive Segment Manager for Siemens VDO. Prior to that, Mr. Mitchell held a series of manufacturing and quality positions at Ballard Power Systems and Ford Motor Company.

David I. Rosenthal joined the Company as Treasurer, Secretary and Chief Financial Officer on May 1, 2013. From March 2011 until joining the Company, Mr. Rosenthal was a Financial Consultant for start-up and turnaround companies. From February 2010 until February 2011, Mr. Rosenthal was Interim President and Chief Executive Officer of Cyanotech Corporation, a publicly-traded manufacturer of nutritional supplement products. Mr. Rosenthal served as a director of Cyanotech from August 2000 until September 2011. From May 2008 until March 2009, Mr. Rosenthal served as Chief Financial Officer for Hickory Farms and from June 2007 until November 2007 served as Chief Financial Officer of Sanz, Inc., both portfolio companies of the private equity firm Sun Capital Partners.

Adrian P. Schaffer joined the Company on December 1, 2011 as Vice President of Sales and Business Development. From February 2006 until joining the Company, Mr. Schaffer served as Vice President of Sales for the Industrial, Commercial and Energy Group of Linamar Corporation, a leading supplier to the global vehicle and mobile industrial markets. Mr. Schaffer also spent thirteen years with Motorola Corporation where he held positions in sales, business development and account management in Motorola’s Telematics, Powertrain, Autobody and Heavy Vehicle Electronics Groups, including most recently as Director of Global Marketing for the global automotive group.

Josh M. Ley joined the Company in January 1994 and was appointed Vice President of Engineering on March 4, 2015. Mr. Ley previously served as Motor Design Engineer and Manager of Motor Design Engineering for the Company.

There are no arrangements or understandings between any executive officer and any other person pursuant to which any executive officer was selected as an executive officer. None of the executive officers listed above have been involved during the last ten years in any legal proceedings that are material to an evaluation of the ability of that person to serve as an executive officer of the Company.

Section 16(a) Beneficial Ownership Reporting Compliance

Under Section 16(a) of the Exchange Act, the Company’s directors, its executive (and certain other) officers, and any persons holding more than ten percent of the Company’s common stock are required to report their ownership of the Company’s common stock and any changes in that ownership to the SEC. The Company is required to report in this statement any failure to file timely reports with the SEC during the year ending December 31, 2017. Based solely on its review of Form 3, Form 4 and Form 5 filings, the Company believes that the following required Section 16(a) reports were not filed timely during the year ending December 31, 2017.

Name	# of Late Forms	# of Transactions Reported Late	Failure to File a Required Form
Joseph R. Mitchell	1	1	-

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Item 11. Executive Compensation

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Philosophy and Objectives

Our executive compensation program is designed to attract, motivate and retain highly qualified executives, while providing performance-based incentives for the attainment of strategic business objectives, rewarding superior performance and aligning the interests of our executives with those of our shareholders.

Our management compensation program has three primary components:

Base pay	Provides an annual salary level consistent with market conditions, the individuals' position, responsibility and contributions.
Bonus	Provides variable cash compensation based on the achievement of Company, organizational and individual performance objectives.
Long-term equity-based Incentive pay	Aligns a portion of each executive's annual compensation to the long-term success of the Company and encourages an ownership mindset that aligns the interests of management with those of the Company's other shareholders.

The minimum base pay component of executive compensation is specified in employment agreements with our executive officers. Bonus payments are performance-based payments that are payable annually in cash. Long-term equity-based incentive awards consist of shares of the Company's common stock, stock options to acquire shares of the Company's common stock or a combination of both.

Bonus payments and long-term incentive grants are determined by the Compensation Committee based principally on objective criteria consisting of each executive officer's achievement of personal and Company-wide goals. Payments of bonus awards each fiscal year are based on a retrospective review of the prior fiscal year's performance. The amount of the cash bonus payment and long-term incentive grant for each executive is determined based on the Compensation Committee's deliberations regarding attainment of Company-wide goals by Company executives. The Compensation Committee's determination of the degree of attainment of these goals by each executive was subjective and based on its deliberations. The Compensation Committee also annually reviews the base pay of our executive offices and may increase (but not decrease) the amount of base pay as specified in the respective employment agreement with each executive.

The Compensation Committee is composed of three members of our Board, each of which is independent as defined in applicable rules of the NYSE American and the SEC. The Compensation Committee does not delegate its authority to establish executive compensation to any other persons. The Compensation Committee approved the total compensation (and each of the individual elements of compensation) for Joseph R. Mitchell, President and Chief Executive Officer. The Committee also approved the compensation of the other named executive officers with input from the Chief Executive Officer.

In 2017, the Compensation Committee retained the consulting firm Frederic W. Cook & Co., Inc. to review and assist in establishing appropriate compensation for the Company’s executive officers. Frederic W. Cook & Co. evaluated the compensation practices of a peer group of 18 publicly-traded companies with broadly similar operations as UQM. The consulting firm affirmed that the compensation packages of the executives are in-line with market comparisons. The Compensation Committee anticipates that it may engage a compensation consultant at an interval of every three to five years to assist it in evaluating the competitiveness of its executive compensation program.

The Compensation Committee has also reviewed compensation data from a peer group of alternative energy companies that it believed to be in competition with the Company in the marketplace for executive talent. While the Compensation Committee does not set benchmark percentile targets for executive compensation, the compensation levels for the three

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primary elements of executive compensation are generally set to establish pay levels that are competitive with those of the identified peer group of companies.

The Compensation Committee has reviewed all compensation policies and practices for executive officers and employees to determine if there is risk arising from such policies and practices that could reasonably have a material adverse effect on the Company. The Compensation Committee reviews all aspects of performance in determining bonus awards and there are no specific threshold targets that increase bonuses. In addition, the Company's maximum bonus award in any year is limited to two times the target bonus, and the Company has to date never exceeded a bonus payout of more than 100% of the target. Further, bonuses awarded may be recouped pursuant to our clawback policy. Therefore, the Committee believes there is a low risk for any material adverse effect on the Company arising from compensation policies and practices.

We have entered into employment agreements with our executive officers that contain severance payment provisions, including change in control severance payments, and provide a modest program of executive perquisites and personal benefits as are further described in the section "Employment Agreements" below. The purpose of the employment agreements is to provide financial security for the executive, to aid in retention and to encourage loyalty to and long-term employment with the Company.

2017 Say-on-Pay Advisory Vote

At our 2017 Annual Meeting of the Company's shareholders, 87% of the Company's voting shareholders approved, on an advisory basis, the compensation of our named executive officers. Our Compensation Committee considered the results of the advisory vote on executive compensation.

Adoption of Compensation Clawback Policy

In July 2015, our Board adopted the UQM Technologies, Inc. Clawback Policy. This clawback policy allows us to recoup executive incentive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws.   The clawback policy applies to all forms of incentive compensation previously granted to executive officers, including stock options, cash bonuses, and restricted stock, that were granted during the three years prior to any accounting restatement. The amount to be recovered will be the excess of the executive compensation paid to the named executive officer based on the erroneous data over the executive compensation that would have been paid to the named executive officer had it been based on the restated results, as determined by the Compensation Committee.

Elements of Compensation

Base Salary. Base salaries for our executives are established based on the scope of their responsibilities, taking into account competitive market compensation for similar positions in the peer group of companies, as well as the experience and performance of the individual, our ability to replace the individual and other primarily judgmental factors deemed relevant by the Compensation Committee. Base salaries are reviewed annually by the Compensation Committee and the Board and may be increased, but not decreased without the consent of the executive, by the Board from time to time coincident with our annual review.

During the year ending December 31, 2017, the Compensation Committee increased annual base salary for each executive by approximately 3.0%. These increases consisted of cost of living and merit based adjustments.

Cash Bonus Compensation. The Compensation Committee annually considers the award of performance-based cash bonuses to compensate executives for achieving financial, operational and strategic goals and for individual performance. The amount of cash bonuses, if any, is established during deliberations by the Compensation Committee using its judgment after considering the objective and subjective factors discussed above and the individual’s performance. As a result, bonuses may vary greatly from one year to the next.

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The Compensation Committee has established target cash bonus levels as a percentage of base salary for each executive officer based on the level of responsibility for each executive position and by reference to the level of target cash bonus payments by the peer group of companies. The target cash bonus levels for each of the Company's executive officers as a percentage of each officer's base salary is as follows:

Name of Executive Officer	Target Cash Bonus Percentage
Joseph R. Mitchell	75%
David I. Rosenthal	40%
Adrian P. Schaffer	35%

Actual cash bonus payments may either exceed or be less than the target level based on the Compensation Committee's judgment as to whether Company-wide goals were met, exceeded or partially-met, subject to a maximum bonus award in any year of two times the target bonus.

For the year ending December 31, 2017, cash bonuses paid to executive officers as a percentage of their base salary, were as follows for performance in the nine-month transition period ended December 31, 2016:

Name of Executive Officer	Cash Bonus Percentage Paid
Joseph R. Mitchell	28%
David I. Rosenthal	14%
Adrian P. Schaffer	11%

In addition, for the year ending December 31, 2017, the Company-wide goals for the year ending December 31, 2017 used by the Compensation Committee for purposes of determining bonus payments included growing the Company's revenue, securing a long-term strategic partner, controlling the rate of cash outflows with cost management and efficiencies, and executing on product innovation and product quality.

In reviewing management's performance for the year ended December 31, 2017 against the goals, in April 2018, the Compensation Committee noted management's success in achieving its goals. Based on this performance, the Compensation Committee determined that a cash bonus of 100% of target prorated at 75% be awarded to the executives. These bonuses will be paid in May, 2018. The proration was due to the change in fiscal years from March 31 to December 31.

When the Company entered into new employment agreements with its named executive officers in July 2015, it agreed to provide retention bonuses to its named executive officers to incent them to remain employees of the

Company while it explored strategic alternatives. If the executive remained an employee of the Company continuously through June 30, 2017, he would be paid a cash bonus after that date in the amount specified in his respective employment agreement. The retention bonuses were paid to its named executive officers, Mr. Mitchell, Mr. Rosenthal, and Mr. Schaffer, in July 2017 in the amounts of $100,000, $100,000, and $75,000, respectively.

Long-Term Incentive Compensation. The Compensation Committee annually considers the award of long-term incentive compensation to compensate executive officers for their efforts in positioning the Company for long-term growth. The Compensation Committee considers a number of qualitative factors in setting the long-term incentive compensation for each executive officer, including the specific goals listed above as well as each executive officer's contribution to a variety of other Company-wide goals such as new customer and market development activities, supply chain optimization and improvement, technology base enhancements, new product development and launch activities, enhanced investor relations and implementation of certain extraordinary transactions, among other things.

Long-term incentive compensation may be paid in the form of Company common stock or in the form of a grant of stock options or any combination of stock and stock options. The Committee believes that equity-based compensation awards aid in the retention of the executive and serve to align the interests of the executive with those of the Company's other shareholders. Equity-based compensation awards have a future service requirement (vesting period) of three years.

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Qualitative criteria are generally used to establish goals and objectives that the Board believes add value to the Company and enhance its prospects for long-term growth and success. The Compensation Committee has established target levels for long-term incentive compensation for each executive officer based on the level of responsibility for each executive position and the peer group of companies. The target long-term incentive compensation level (as a percentage of each officer's base salary) for each of the Company's executive officers is as follows:

Name of Executive Officer	Target Long-Term Incentive Compensation
Joseph R. Mitchell	100%
David I. Rosenthal	65%
Adrian P. Schaffer	55%

The Compensation Committee reviewed performance for the year ended December 31, 2017 in April 2018 and determined to award long-term incentive compensation to the executive officers at 100% of the target level. The fair value of long-term incentive compensation awards granted to executive officers in April 2018 for their performance, as a percentage of their base salary, were as follows:

Name of Executive Officer	Actual Long-Term Incentive Compensation Percentage Awarded	Options Granted # of Shares	Stock Granted # of Shares
Joseph R. Mitchell	100%	294,737	56,000
David I. Rosenthal	65%	142,143	27,007
Adrian P. Schaffer	55%	115,243	21,896

Employment Agreements

Each of our executive officers has employment agreements with the Company, as described below. The agreements provide for compensation in the form of annual base salary, which cannot be decreased during the term of the agreement without the consent of the executive, a monthly automobile allowance, the opportunity for cash bonuses, stock awards, stock options, and employee benefits available to other Company employees. The agreements also provide for potential payments upon termination without cause, termination upon a change in control, disability or death. See "Employment Agreements" below.

Tax and Accounting Considerations

All elements of our employee and executive compensation program generate charges to earnings under generally accepted accounting principles in the United States. Our allocations of the elements of total compensation are generally not influenced by the accounting treatment of each element. We do, however, consider the tax treatment of compensation elements as one factor in the allocation of each element.

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Executive Compensation

The following tables and narrative discuss the compensation of our Chief Executive Officer and our next two highest compensated officers serving as of December 31, 2017 as determined under the SEC rules. These persons are referred to as our named executive officers.

Summary Compensation Table

Name and Principal Position	Period ended (1)	Salary	Bonus (2)	Stock awards (3)	Option awards (3)	Non-equity incentive plan compensation (4)	All other compensation (5)	Total
		($)	($)	($)	($)	($)	($)	($)
Joseph R. Mitchell	Dec-17	344,975	100,000	-	100,980	196,875	19,551	762,381
President and Chief Executive Officer	Dec-16	251,625	-	28,215	95,931	93,000	14,663	483,435
David I. Rosenthal								
Treasurer, Secretary	Dec-17	257,247	100,000	-	49,368	77,905	-	484,520
And Chief Financial Officer	Dec-16	189,269	-	13,795	46,904	36,000	11,912	297,880
Adrian P. Schaffer	Dec-17	237,570	75,000	-	33,726	65,315	31,848	443,459
Sr. Vice President of Sales and Business Development	Dec-16	168,065	-	9,423	32,038	24,300	32,588	266,414

(1) The Company changed its fiscal year end date from March 31 to December 31 in 2016. The amounts reflected for December, 2016 are for a nine month transition period. The amounts reflected for December, 2017 are for a twelve month period.

(2) These payments were retention bonuses that were paid in July 2017 pursuant to the named executive officer's employment agreements.

(3) The amounts reported in the stock and option awards' columns represent the aggregate grant date fair value in the year granted for prior year services performed computed pursuant to FASB ASC Topic 718 in the Company's financial statements, not reduced by the estimated forfeiture rate. The assumptions used in determining the fair value are contained in footnote 12 to the Company's consolidated financial statements contained in Item 8 of the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

(4) Non-equity incentive payments listed for the year ended December 31, 2017 represent payments to be made in May, 2018 with respect to performance in the year ended December 31, 2017. Non-equity incentive payments listed for the nine months ended December, 2016 represent payments made in July 2017 with respect to performance during the nine months ended December 31, 2016.

(5) Amounts reported in the all other compensation column above are comprised of the following items:

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All Other Compensation

Name	Period ended (1)	401(k) plan matching contributions	Automobile allowance	Employer paid life insurance (2)	Moving, professional dues, education & other		Total
		($)	($)	($)	($)		($)
Joseph R. Mitchell	Dec-17	7,999	9,720	1,832	-		19,551
	Dec-16	5,999	7,290	1,374	-		14,663
David I. Rosenthal	Dec-17	7,973	9,720	1,962	-		19,655
	Dec-16	3,151	7,290	1,471	-		11,912
Adrian P. Schaffer	Dec-17	4,622	9,720	1,559	15,947	(3)	31,848
	Dec-16	2,798	7,290	1,159	21,341	(3)	32,588

(1) The Company changed its fiscal year end date from March 31 to December 31 in 2016. The amounts reflected for December 31, 2017 are for a twelve month period. The amounts reflected for December, 2016 are for a nine month transition period.

(2) Premiums paid by the Company on Company-owned insurance policies to insure the salary continuation provisions contained in executive employment agreements which provide for the payment of three years annual base salary to the estate of the executive in the event of his death during the term of the employment agreement.

(3) Includes apartment living expenses of $10,930 for the twelve months ended December 31, 2017 and $14,517 for the nine months ended December 31, 2016, and income tax gross-ups on those expenses.

Stock Awards

Stock awards are granted under the Company's Stock Bonus Plan. Any shares granted vest in three equal annual installments beginning on the first anniversary of the grant date.

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Option Awards

Option awards are granted under the Company's 2012 Equity Incentive Plan. Any options granted vest in three equal annual installments beginning on the first anniversary of the grant date. Any options granted are incentive stock options and are exercisable for a term of ten years from the date of grant. The exercise price of the options is equal to the closing price of our common stock on the NYSE American Stock Exchange on the date of grant.

Outstanding Equity Awards at December 31, 2017

	Option awards					Stock awards		
Name	Number of securities underlying unexercised options exercisable (#)	Number of securities underlying unexercised options unexercisable (#)		Option exercise price ($)	Option expiration date	Number of shares of stock that have not vested (#)		Market value of shares of stock that have not vested (5) ($)
Joseph R.	-	153,000	(1)	0.87	7/11/2027			
Mitchell	66,619	133,237	(2)	0.68	7/11/2026	27,662	(4)	38,450
	45,205	22,603	(3)	0.66	9/23/2025			
	27,278	-		1.71	8/18/2024			
	24,193	-		0.89	7/11/2022			
David I.	-	74,800	(1)	0.87	7/11/2027			
Rosenthal	32,572	65,145	(2)	0.68	7/11/2026	13,525	(4)	18,799
	57,224	28,612	(3)	0.66	9/23/2025			
	40,651	-		1.71	8/18/2024			
	14,000	-		0.69	4/30/2018			
Adrian P.	-	51,100	(1)	0.87	7/11/2027			
Schaffer	22,249	44,497	(2)	0.68	7/11/2026	9,238	(4)	12,841
	39,087	19,543	(3)	0.66	9/23/2025			
	27,677	-		1.71	8/18/2024			
	71,854	-		0.89	7/11/2022			

(1) These unexercisable options were granted on July 12, 2017. One-third of the options will vest over each of the next three years starting on July 12, 2018.

(2) These unexercisable options were granted on July 12, 2016. One-third of the options have vested, and an additional one-third of the options are scheduled to vest on each of July 12, 2018 and July 12, 2019.

(3) These unexercisable options were granted on September 24, 2015. Two-thirds of the options have vested, the remaining one-third of the options are scheduled to vest on September 24, 2018.

(4) The restricted shares were granted on July 12, 2016. One-third of the shares have vested, and an additional one-third of the shares are scheduled to vest on each of July 12, 2018 and July 12, 2019.

(5) The market value has been determined based on the closing price of Company common stock on December 29, 2017 of $1.39 per share.

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EMPLOYMENT AGREEMENTS

We have employment agreements with each of our named executive officers as described below.

Current Named Executive Officers

On July 1, 2017, the Company entered into employment agreements with Messrs. Mitchell, Rosenthal, and Schaffer, which continue through December 31, 2019. The agreements will thereafter automatically renew on generally the same terms and conditions for successive twenty-four (24) month periods, unless either party gives written notice of non-renewal to the other party at least sixty (60) days prior to December 31, 2019 or any such renewal term then in effect. The agreements for these officers contain certain severance provisions, including severance provisions arising from a change in control of the Company.

If the executive's employment is terminated by the Company without cause, other than upon a change in control event, the executive will be paid a lump sum equal to six months' base salary (twenty-four months' base salary in the case of Mr. Mitchell, because Mr. Mitchell's employment agreement mandates that, in the event of termination, Mr. Mitchell would be prohibited from working with any competitor for twenty-four months).

Health and Life Insurance and Other Benefits

The executive employment agreements provide that upon termination without cause, change in control or because of disability, the Company will pay two-thirds of the cost of COBRA premiums for the executive and any covered dependents for a period of six months or, if earlier, until the executive is employed by another employer. Each executive of the Company also receives a monthly automobile allowance.

All of the employment agreements provide that the Company shall maintain at its expense, life insurance coverage on the executive payable to the executive's designees in an amount equal to three times the annual salary payable to the executive.

Change in Control

In the event of a change in control, all stock options and bonus stock awards held by executive officers become immediately vested under the terms of the employment agreements. In addition, upon a termination of the executive officer's employment (or a material diminution to his responsibilities or other material changes) within twenty four months following a change of control, the executive will receive a lump sum equal to one year's base salary (two years' base salary in the case of Mr. Mitchell), a cash bonus (equal to the average of the annual cash bonus paid for the preceding three fiscal years), and two-thirds of six months of COBRA premiums for the same medical coverage elected by the Executive immediate prior to the termination date. For purposes of the agreements, a change in control generally means any merger, reorganization, sale of substantially all Company assets, liquidation, a change in the composition of the Company's Board as defined in the employment agreement and any other transaction that the Board determines by resolution to be a corporate transaction.

Other Provisions

The employment agreements have customary confidentiality obligations. The employment agreements further provide that the executive, for a period of one year after the term of his respective employment agreement, will not become affiliated with any person, firm or corporation whose business is similar to or in competition with the Company and for a period of two years (in the case of Mr. Mitchell) or six months (in the case of the other executives) after termination of the executive's employment agreement, to not induce or attempt to induce any employee of the Company to leave the employ of the Company; nor will the executive induce or attempt to induce any customer, supplier or licensee to cease doing business with the Company.

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PAYMENTS AND POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

Our current executive employment agreements provide compensation to Messrs. Mitchell, Rosenthal and Schaffer in the event of a termination of employment, including termination of employment (or deemed termination) following a change in control. The tables below show the potential payments or benefits upon a termination or change in control for each of the Company's executive officers assuming the triggering event took place on December 31, 2017. The closing price per share of our common stock on the last trading day prior to December 29, 2017 was $1.39. Actual amounts can only be determined at the date of the triggering event. The amount of acceleration of unvested equity awards represents the intrinsic value of in-the-money non-vested stock options and non-vested stock awards as of December 31, 2017 that would vest upon termination or change in control.

	Termination by us for cause ($)	Termination by us without cause ($)	Termination due to death ($)	Termination due to a change in control ($)
Joseph R. Mitchell:				
Base Salary/Severance	-	709,249	175,000	792,916
Life Insurance Proceeds	-	-	1,050,000	-
Acceleration of unvested equity awards	-	-	-	229,109
Total	-	709,249	1,225,000	1,022,025
David I. Rosenthal:				
Base Salary/Severance	-	138,993	129,842	304,835
Life Insurance Proceeds	-	-	779,052	-
Acceleration of unvested equity awards	-	-	-	124,835
Total	-	138,993	908,894	429,670
Adrian P. Schaffer:				
Base Salary/Severance	-	130,803	124,410	280,413
Life Insurance Proceeds	-	-	746,460	-
Acceleration of unvested equity awards	-	-	-	85,273
Total	-	130,803	870,870	365,686

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DIRECTOR COMPENSATION

In 2017, The Compensation Committee retained the consulting firm Frederic W. Cook & Co., Inc. to review and assist in establishing appropriate compensation for the Company's non-employee Directors. Frederic W. Cook & Co. evaluated the compensation practices of a peer group of 18 publicly-traded companies with broadly similar operations as UQM. After reviewing the recommendations of the consultant, the Board adopted a director compensation policy consisting of an annual cash compensation and an equity compensation that it believes appropriately compensates the non-employee directors while aligning the interests of directors with those of the Company's shareholders.

Starting in April, 2018, each non-employee director receives an annual cash retainer of $35,000. In addition the Chairman of the Board receives a cash retainer of $21,000. The Chairman of the Audit Committee, the Chairman of the Compensation Committee and the Chairman of the Governance and Nominating Committee receive additional cash retainers of $10,000, $8,000, and $5,000 respectively. Each non-employee Director receives $2,000 for each committee served on except the committee chaired.

Non-employee directors also receive each year shares of the Company's common stock with a fair value of $14,000 on the date of the grant. These shares vest immediately. In addition, each non-employee director receives a stock option for the number of shares that is equivalent to $21,000 as determined by utilizing the Black-Scholes-Merton option-pricing model on the date of the grant. Options granted under this component of directors compensation vest immediately.

In addition, each non-employee director upon initial election to the Board is awarded 2,000 shares of the Company's common stock at a purchase price of $0.01 per share. Directors who are employees of the Company are not entitled to additional compensation for their service as directors. Accordingly, Mr. Mitchell did not receive additional compensation for his service as a director.

For the year ended December 31, 2017, directors of the Company who are not employees may elect to receive an annual retainer of $35,000 in cash or the grant of options with an exercise period of ten years to acquire that number of shares of the Company's common stock that is equivalent to $35,000 as determined by utilizing the Black-Scholes-Merton option pricing model on the date of grant or a combination of cash and options that together have a fair value of $35,000. Options granted under the plan vest immediately. In addition, the Chairman of the Board receives an additional annual cash retainer of $9,000 and the Chairman of the Compensation Committee, the Chairman of the Audit Committee and the Chairman of the Governance and Nominating Committee each receive an additional annual cash retainer of $5,000 each.

During the year ended December 31, 2017, non-employee directors also received shares with a fair value of $14,000 on the date of grant, except for the Chairman of the Board who received shares with a fair value of $17,000 on the date of grant. These shares vest immediately. In addition, each non-employee director received a stock option for that number of shares of the Company's common stock that is equivalent to $21,000, or $26,000 in the case of the

Chairman of the Board, as determined by utilizing the Black-Scholes-Merton option pricing model on the date of grant. Options granted under this component of director compensation vest immediately. In year ended December 31, 2017, the directors received shares equal to 35% of the dollar values noted above.

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The following table sets forth information concerning remuneration paid to non-employee directors of the Company during year ended December 31, 2017:

Non-Employee Director Compensation Year Ended December 31, 2017

	Fees earned or paid in cash ($)	Stock awards (1) ($)	Option awards (1) ($)	All other compensation ($)	Total ($)
Donald W. Vanlandingham	44,000	5,950	7,815	-	57,765
Stephen J. Roy	40,000	4,900	6,312	-	51,212
Joseph P. Sellinger	40,000	4,900	6,312	-	51,212
John E. Sztykiel	40,000	4,900	6,312	-	51,212

(1) The amount reported is the aggregate grant date fair value computed under FASB ASC Topic 718. The fair value of stock options is computed utilizing the Black-Scholes-Merton pricing model. The assumptions used in determining the fair value are contained in footnote 10 to the Company’s consolidated financial statements contained in Item 8 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2017. Stock and option awards vest in full on the date of grant.

The table below shows the aggregate number of shares of common stock granted under the Stock Bonus Plan held by each non-employee director as of December 31, 2017:

Name	Number of common shares
Donald W. Vanlandingham	86,799
Stephen J. Roy	79,677
Joseph P. Sellinger	77,320
John E. Sztykiel	53,048

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The table below shows the aggregate number of options held by each non-employee director as of December 31, 2017:

	Grant date	Number of options outstanding (#)	Option exercise price ($)	Option expiration date
Donald W. Vanlandingham	7/12/2017	10,706	0.87	7/11/2027
	7/12/2016	27,625	0.68	7/11/2026
	9/24/2015	16,250	0.66	9/23/2025
	8/19/2014	13,240	1.71	8/18/2024
	8/7/2013	14,383	1.19	8/6/2023
	8/3/2011	58,095	2.04	8/2/2018
		140,299		
Stephen J. Roy	7/12/2017	8,647	0.87	7/11/2027
	7/12/2016	22,313	0.68	7/11/2026
	9/24/2015	13,125	0.66	9/23/2025
	8/19/2014	10,694	1.71	8/18/2024
	8/7/2013	14,383	1.19	8/6/2023
	8/8/2012	51,220	0.79	8/7/2019
	8/13/2010	14,789	2.63	8/12/2018
		135,171		
Joseph P. Sellinger	7/12/2017	8,647	0.87	7/11/2027
	7/12/2016	22,313	0.68	7/11/2026
	9/24/2015	13,125	0.66	9/23/2025
	8/19/2014	10,694	1.71	8/18/2024
	8/7/2013	14,383	1.19	8/6/2023
	8/3/2011	17,073	2.04	8/2/2021
	11/3/2009	12,111	4.73	11/2/2019
		98,346		
John E. Sztykiel	7/12/2017	8,647	0.87	7/11/2027
	7/12/2016	22,313	0.68	7/11/2026
	9/24/2015	13,125	0.66	9/23/2025
	8/19/2014	10,694	1.71	8/18/2024
	8/7/2013	14,383	1.19	8/6/2023
		69,162		

The Board determines the total amount of the annual retainer, bonus share award and stock option award payable to non-employee members of the Board.

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Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Security Ownership

The following table shows the ownership of the Company's common stock by (i) beneficial owners of five percent or more of the Company's common stock, (ii) each director, (iii) each of our named executive officers and (iv) all directors and executive officers as a group, as of April 20, 2018. Unless otherwise noted, each shareholder's address is the address of the Company and exercises sole voting and investment power with respect to the shares beneficially owned. None of the shares reported below are pledged as security or have been placed in a margin account by any executive officer or director.

Name of Beneficial Owner	Shares of Common Stock Ownership as of April 20, 2018	Shares of Common Stock Holder has a right to acquire by June 19, 2018	Total Shares Beneficially Owned	Percent of Class (1)
Sinotruk (BVI) Limited (2) Units 2102-03 Shun Tak Centre, China Merchants Tower, 168-200 Connaught Rd., Central, Hong Kong	5,347,300	-	5,347,300	9.88%
GDG Green Dolphin, LLC (3) 1 N. Wacker Drive, Suite 2500, Chicago, Illinois 60606	4,537,850	-	3,148,523	8.38%
Joseph R. Mitchell	117,822	163,295	281,117	*
David I. Rosenthal	57,620	144,447	202,067	*
Adrian P. Schaffer	77,522	160,866	238,388	*
Donald W. Vanlandingham	138,799	140,299	279,098	*
Stephen J. Roy	86,677	135,171	221,848	*
Joseph P. Sellinger	77,320	98,346	175,666	*
John E. Sztykiel	68,048	69,162	137,210	*
Director and Executive Officers as a Group (eight persons)	643,888	1,031,347	1,675,235	3.04%

* Less than 1%

(1) Based on 54,138,762 shares of our common stock issued and outstanding as of April 20, 2018. Pursuant to Exchange Act Rule 13d-3(d)(1), shares of common stock of which a person has the right to acquire beneficial ownership at any time by June 19, 2018 are deemed outstanding and beneficially owned by the person for the purpose of computing the number of shares and percentage beneficially owned by such person, but are not deemed

outstanding for purpose of computing the percentage beneficially owned by any other person.

(2) Share data based on information in an amendment to a Schedule 13D filed on October 5, 2017 with the SEC by Sinotruk (BVI) Limited. The securities reported are held by Sinotruk (BVI) Limited and China National Heavy Duty Truck Group Co. Ltd. As of September 25, 2017, the Schedule 13D indicates that Sinotruk (BVI) Limited and China National Heavy Duty Truck Group Co. Ltd. have shared voting and investment power with respect to 5,347,300 shares of common stock.

(3) Share data based on information in an amendment to a Schedule 13G filed on February 5, 2018 with the SEC by GDG Green Dolphin, LLC. The securities reported are held by GDG Green Dolphin, LLC and Gregory D. Glyman. As of December 31, 2017, the Schedule 13G indicates that (i) GDG Green Dolphin, LLC had shared voting and investment power with respect to 4,522,650 shares of common stock and (ii) Gregory D. Glyman had sole voting and investment power with respect to 15,200 shares of common stock and shared voting and investment power with respect to 4,522,650 shares of common stock.

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Company Equity Compensation Plans

The following table sets forth information as of December 31, 2017, with respect to the Company's equity compensation plans:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants, and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders:			
Equity Incentive Plan	2,403,366	$ 1.23	2,117,893
Non–Employee Director Stock Option Plan	460,786	$ 1.28	446,635
Stock Bonus Plan	57,760	$ 0.68	416,153
Equity compensation plans not approved by security holders	-	-	-
Total	2,921,912	$ 1.23	2,980,681

Item 13. Certain Relationships and Related Transactions, and Director Independence

The Company has entered into indemnification agreements with all members of the Board and with all of its officers. These agreements require that the Company to indemnify such officer or director, under the circumstances and to the extent provided for therein, for expenses, damages, judgments, fines and settlements he or she may be required to pay in actions or proceedings which he or she is or may be made a party by reason of his or her position as a director, officer or other agent of the Company, and otherwise to the fullest extent permitted under Colorado law and the Company's Bylaws.

Certain Relationships and Related Transactions

The Company does not have a written policy regarding the identification, review, consideration and approval or ratification of "related person's transactions." Rather, such policy is evidenced by long standing principles set forth in the Company's Code of Business Conduct Ethics and adhered to by the Board and the Audit Committee. The Company does not endorse insider transactions and there have been no insider transactions during the reported periods. The Audit Committee approves any transaction between the Company and a related person. A related person is any executive officer, director, or more than five percent shareholder of the Company's stock, including any of their immediate family members, and any entity owned or controlled by such persons.

The following is a summary of transactions since April 1, 2016 to which the Company has been a participant that involved amounts that exceeded or will exceed the lesser of (i) $120,000 or (ii) one percent of the average of the Company's total assets at December 31, 2016 and 2017, and in which any of the Company's directors, executive officers or any other "related person" as defined in Item 404(a) of Regulation S-K had or will have a direct or indirect material interest.

On August 25, 2017, we entered into a stock purchase agreement (the "Purchase Agreement") with China National Heavy Duty Truck Group Co. Ltd. ("CNHTC") and its wholly-owned subsidiary, Sinotruk (BVI) Limited ("Sinotruk"), pursuant to which Sinotruk would acquire newly issued shares of our common stock in two stages, and UQM and

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CNHTC would plan to create a joint venture to manufacture and sell electric propulsion systems for commercial vehicles and other vehicles in China.

In the first stage, which closed on September 25, 2017, Sinotruk acquired 5,347,300 shares of our common stock, representing 9.9% of the total outstanding shares as of the date of the Purchase Agreement, for an aggregate consideration of approximately $5.1 million (the “First Stage Transaction”). In the second stage, Sinotruk will acquire such number of additional shares (the “Second Stage Shares”) resulting in Sinotruk owning a total of 34% of our then-outstanding common stock on a fully diluted basis, accounting for all outstanding stock options and warrants (the “Second Stage Transaction”). The purchase price for the Second Stage Shares (which is the same price at which the shares were sold in the First Stage Transaction) will be set at approximately $0.95 per share, which represents a 15 percent premium to the average daily trading price of our common stock during the 30 days immediately prior to the signing of the Purchase Agreement. If completed, the total transaction will bring approximately $28.3 million in cash to UQM.

Closing of the Second Stage Transaction remains subject to certain closing conditions, including the approval by the Committee on Foreign Investment in the United States (“CFIUS”) under Section 721 of the Defense Production Act of 1950, as amended, as it would result in a material investment by a foreign-controlled entity in UQM. On March 5, 2018, we announced that UQM, along with CNHTC, have decided to withdraw their joint application to CFIUS for the approval of the second stage investment provided. Based upon the request of CFIUS, the application has been withdrawn to allow for more time to consider modifications to the business relationship of UQM and CNHTC that CFIUS would find acceptable.

In September 2017, Sinotruk made an initial purchase of UQM PowerPhase® DT systems of approximately $28,000 for implementation and evaluation in their commercial vehicles.

In November 2017, we entered into a Joint Venture Agreement (“JVA”) with CNHTC and Sinotruk Global Village Investment Limited, a Hong Kong based limited liability company owned by CNHTC. Under the JVA, we will acquire a 25% ownership share of the joint venture entity, Qingdao Zhongqi New Energy Automobile Co., LTD (the “JV Entity”), with CNHTC and its affiliate collectively acquiring a 75% share. We have the option to increase our ownership position to 33% in the next one to three years. The initial total capital of the joint venture will be $24 million, with UQM contributing $6 million in three installments during the next year. Our funding requirement is contingent on the closing of the Second Stage Transaction with CNHTC in accord with the terms of the agreement.

In November 2017, we entered into Technology License and Services Agreement with the JV Entity, pursuant to which the Company will grant to the JV Entity a non-transferable and exclusive right in China to use the Company’s permanent magnet synchronous motors and inverter controllers used for the commercial vehicle market, specifically related to the Company’s current PowerPhaseHD and PowerPhasePro motor and motor-controlling, transmission controller and speed shifting appliance technologies. The scope of the license is limited to the manufacture and sale of UQM products in China, although the parties may in the future jointly develop and sell electric motor, E-axle and integrated motor and transmission products manufactured by the JV outside of China. The license includes a right to use the patents, copyrights, technical documents and related knowhow owned by the Company as required to manufacture and sell these products in the commercial vehicle market in China. The license has no effect on the Company's current revenues or its development plans outside of China. The initial term of the license will be seven (7) years.

Forward-Looking Statements

Certain statements in this report constitute constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act. These statements, including those relating to the completion of the transactions with CNHTC and Sinotruk, and the CFIUS application and approval relating to the Second Stage Transaction, involve risks and uncertainties. Actual results may differ materially from those contemplated (expressed or implied) by such forward-looking statements. Factors that may cause such a difference include risks and uncertainties related to (i) the receipt and timing of required approvals and satisfaction of other conditions to the closing of the Second Stage Transaction, and (ii) the impact of any changes in general economic and market conditions. Additional information about the risks and uncertainties faced by the Company are described in the Company's Annual

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Report on Form 10-K for the year ended December 31, 2017 and any subsequent reports filed with the SEC. Any forward-looking statement speaks only as of the date on which it is made. UQM does not undertake or assume any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Director Independence

The NYSE American Company Guide rules require that a majority of the Board be independent. Pursuant to such rules, "independent director" means a person other than an executive officer or employee of the Company. Additionally, no director qualifies as independent unless the Board affirmatively determines that the director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board has affirmatively determined that each of Messrs. Vanlandingham, Roy, Sztykiel and Sellinger is independent under the NYSE American Company Guide rules.

In addition to the independence guidelines discussed above, members of the committees of the Board also must satisfy additional independence requirements established by the applicable rules of the NYSE American and the SEC. See the section entitled "Committees of the Board" in Part III, Item 10 of this report for additional information.

Item 14. Principal Accountant Fees and Services

Independent Auditor's Fees

Effective November 16, 2017, Hein & Associates LLP ("Hein"), the independent registered public accounting firm for the Company, combined with Moss Adams LLP ("Moss Adams"). As a result of this transaction, on November 16, 2017, Hein resigned and must be replaced as the independent registered public accounting firm for the Company. Concurrent with such resignation of Hein, the Company's audit committee approved the engagement of Moss Adams as the new independent registered public accounting firm for the Company effective for the year ended December 31, 2017.

The following table represents aggregate fees billed to the Company by Moss Adams LLP and Hein & Associates LLP for the year ended December 31, 2017 and nine months ended December 31, 2016, respectively:

	2017		2016
	Moss Adams	Hein	Hein
	($)	($)	($)
Audit Fees (1)	80,590	43,435	105,990
Audit - Related Fees (2)	-	2,730	8,610
Tax Fees	-	-	-
All Other Fees	-	-	-

(1) Audit Fees consist of fees for professional services rendered for the audit of our annual consolidated financial statements, review of the interim consolidated financial statements included in quarterly reports on Form 10-Q and professional services rendered related to comfort letter procedures for stock offering and providing consent to include the auditor's opinion in registration statements.

(2) Audit - Related Fees consist of fees for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported in Audit Fees.

All fees described above incurred in connection with services performed by Moss Adams LLP and Hein & Associates LLP were approved by the Audit Committee.

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Pre-Approval Policies and Procedures

The Audit Committee pre-approves all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by our independent auditor, Moss Adams LLP (subject to de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to completion of the audit). The Audit Committee pre-approved all audit and other non-audit services for the year ended December 31, 2017 and nine months ended December 31, 2016. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

Disagreements with Auditors

There have been no disagreements with Moss Adams LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

The following documents are being filed as part of this report on Form 10-K/A and are in addition to (but are not replacing) the exhibits filed with the Form 10-K filed on March 20, 2018:

(b) Exhibits

Exhibit Number	Description of Exhibit
31.3	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.4	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, UQM Technologies, Inc. has duly caused this Amendment No. 1 to Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized, in Longmont, Colorado on the 30th day of April, 2018.

UQM TECHNOLOGIES, INC.,

a Colorado Corporation

By: /s/DAVID I. ROSENTHAL
David I. Rosenthal
Chief Financial Officer, Treasurer and Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 to Annual Report on Form 10-K/A has been signed below by the following persons on behalf of UQM Technologies, Inc., in the capacities indicated and on the date indicated.

Signature	Title	Date
/s/ DONALD W. VANLANDINGHAM Donald W. Vanlandingham	Chairman of the Board	April 30, 2018
/s/JOSEPH R. MITCHELL Joseph R. Mitchell	President, Chief Executive Officer, and Director (Principal Executive Officer)	April 30, 2018
/s/DAVID I. ROSENTHAL David I. Rosenthal	Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)	April 30, 2018
/s/STEPHEN J. ROY Stephen J. Roy	Director	April 30, 2018
s/JOSEPH P. SELLINGER	Director	

Joseph P. Sellinger		April 30, 2018
/s/JOHN E. SZTYKIEL John E. Sztykiel	Director	April 30, 2018