

CLEAN DIESEL TECHNOLOGIES INC

Form SC 13G/A

February 13, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 2)

Clean Diesel Technologies, Inc.

(Name of Issuer)

Common Shares, Par Value \$0.01

(Title of Class of Securities)

18449C401

(CUSIP Number)

with a copy to:
Austin W. Marx Allen B. Levithan, Esq.
527 Madison Avenue, Suite 2600 Lowenstein Sandler PC
New York, New York 10022 65 Livingston Avenue
 Roseland, New Jersey 07068
 (973) 597-2406

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

December 31, 2012
(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)
 x 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 disclosures provided in a prior cover page.

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).

Cusip No. 18449C401 13G Page 2 of 6 Pages
1.Names of Reporting Persons. I.R.S. Identification Nos. of above
persons
(entities only):

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Austin W. Marx and David M. Greenhouse

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a) ☐ Not Applicable
(b) ☐

3. SEC Use Only

4. Source of Funds (See Instructions): 00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
Not Applicable

6. Citizenship or Place of Organization: United States

Number of 7. Sole Voting Power: 0
Shares Beneficially 8. Shared Voting Power: 519,196*

Owned by
Each Reporting 9. Sole Dispositive Power: 0
Person With 10. Shared Dispositive Power: 519,196*__

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
519,196*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions): Not Applicable

13. Percent of Class Represented by Amount in Row (11): 7.2%*

14. Type of Reporting Person (See Instructions): IA, IN

* This is a joint filing by Austin W. Marx (?Marxe?) and David M. Greenhouse (?Greenhouse?). Marx and Greenhouse share sole voting and investment power over 85,566 Common Shares owned by Special Situations Cayman Fund, L.P., 250,936 Common Shares owned by Special Situations Fund III QP, L.P., 33,704 Common Shares owned by Special Situations Private Equity Fund, L.P., 20,761 Common Shares owned by Special Situations Technology Fund, L.P., and 128,229 Common Shares owned by Special Situations Technology Fund II, L.P. See Items 2 and 4 of this Schedule for additional information.

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Item 1. Security and Issuer:

(a) Clean Diesel Technologies, Inc.
(b) 4567 Telephone Road, Suite 206, Ventura, CA 93003

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Item 2. (a) Name of Person Filing:

The persons filing this report are Austin W. Marx (Marx) and David M. Greenhouse (Greenhouse), who are the controlling principals of AWM

Investment Company, Inc. (AWM), the general partner of and investment adviser to Special Situations Cayman Fund, L.P. (Cayman). AWM also serves

as the general partner of MGP Advisers Limited Partnership (MGP), the general partner of Special Situations Fund III QP, L.P. (SSFQP). Marx and

Greenhouse are members of MG Advisers L.L.C. (MG), the general partner of

Special Situations Private Equity Fund, L.P. (SSPE). Marx and Greenhouse

are also members of SST Advisers, L.L.C. (SSTA), the general partner of Special Situations Technology Fund, L.P. (Tech) and Special Situations Technology Fund II, L.P. (Tech II). AWM serves as the investment adviser to

SSFQP, SSPE, Tech and Tech 2. (SSFQP, Cayman, SSPE, Tech and Tech II will hereafter be referred to as, the Funds). The principal business of each

Fund is to invest in equity and equity-related securities and other securities of any kind or nature.

(b) Address of Principal Business Office or, if none, Residence:

The principal business address for Marx and Greenhouse is 527 Madison Avenue, Suite 2600, New York, NY 10022.

(c) Citizenship:

Austin W. Marx and David M. Greenhouse are United States citizens.

(d) Title of Class of Securities: Common Shares

(e) CUSIP Number: 18449C401.

Item 3. If this statement is filed pursuant to §240.13d-1(b) or 240.13d-

2(b), check whether

the person filing is a: Not Applicable

(a) () Broker or Dealer registered under section 15 of the Act;

(b) () Bank as defined in section 3(a) (6) of the Act;

(c) () Insurance Company as defined in section 3(a) (19) of the Act;

(d) () Investment Company registered under section 8 of the Investment

Company Act of 1940;

(e) () An Investment Adviser in accordance with §240.13d

-1(b) (I) (ii) (E);

(f) () An employee benefit plan or endowment fund in accordance with §240.13d-1(b) (I) (ii) (F);

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(g) () A parent holding company or control person in accordance with §240.13d-

1(b) (1) (ii) (G);

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(h) () A savings association as defined in Section 3(b) of the Federal Deposit Insurance

Act;

(i) () 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;

(j) () Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

(a) Amount Beneficially Owned: Messrs. Marx and Greenhouse beneficially own a total of 519,196 Common Shares. This amount includes 85,566 Common Shares owned by Cayman, 250,936 Common Shares owned by SSFQP, 33,704 Common Shares owned by SSPE, 20,761 Common Shares owned by Tech and 128,229 Common Shares owned by Tech II.

(b) Percent of Class: Messrs. Marx and Greenhouse beneficially own 7.2% of the outstanding shares, of which Cayman owns 1.2% of the outstanding shares, SSFQP owns 3.5% of the outstanding shares, SSPE owns 0.5% of the outstanding shares, Tech owns 0.3% of the outstanding shares and Tech II owns 1.8% of the outstanding shares.

(c) Number of Shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 519,196

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 519,196

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: Not Applicable.

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Item 7. Identification and Classification of the Subsidiary Which
Acquired
the Security being Reported on By the Parent Holding Company: Not
Applicable.

Item 8. Identification and Classification of Members of the Group: Not
applicable

Item 9. Notices of Dissolution of Group: Not applicable.

Item 10.Certification:

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.

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 5, 2013

/s/ Austin W. Marx
AUSTIN W. MARXE

/s/David M Greenhouse
DAVID M. GREENHOUSE

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

JOINT FILING AGREEMENT

Austin W. Marxe and David M. Greenhouse hereby agree that the Schedule 13G to which this agreement is attached is filed on behalf of each of them.

/s/_Austin W. Marxe
Austin W. Marxe

/s/_David M. Greenhouse
David M. Greenhouse

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