

HPEV, INC.
Form 4
February 26, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Spirit Bear Ltd

2. Issuer Name and Ticker or Trading Symbol
HPEV, INC. [WARM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1470 1ST AVE. #4A
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2015

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

NEW YORK, NY 10075

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
W-C-1 Warrants	02/23/2015		M	V	1,091,054 (1)	A	2	1,091,054	D	
HPEV, Inc. common stock	02/23/2015		C		500,931 (1)	D	\$ 0.35	0	D	
Penalty Warrants	02/23/2015		M		591,054 (3)	D	2	500,000	D	
HPEV, Inc. common stock	02/23/2015		C		288,968	A	\$ 0.35	288,968	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
W-C-1 Warrants	(2)	09/18/2014		C	1,091,054	(1)	12/14/2012	01/29/2015	HPEV Common \$.001 par value/sh
Penalty Warrants	(3)	02/23/2015		C		591,054	01/28/2015	12/14/2015	HPEV Common \$.001 par value/sh

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spirit Bear Ltd 1470 1ST AVE. #4A NEW YORK, NY 10075			X	

Signatures

/s/ Jay Palmer,
President 02/25/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reversal of warrant exercise reported on Form 4 filed on 9.23.14 by reporting person as shares in connection with the warrant exercise reported thereon have not been delivered.
- (2) Not applicable.
- (3) Cashless conversion of 591,054 warrants to 288,968 shares of common

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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