

WESTPORT INNOVATIONS INC

Form SUPPL

June 27, 2014

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Filed pursuant to General

Instruction II.L of Form F-10

File No. 333-187154

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

*This prospectus supplement (the **Prospectus Supplement**), together with the accompanying short form base shelf prospectus dated June 20, 2013 to which it relates, as amended or supplemented (the **Prospectus**), and each document incorporated by reference into the Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.*

Information has been incorporated by reference in the Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated by reference into the Prospectus may be obtained on request without charge from the Vice President, Investor Relations & Communications of Westport Innovations Inc. at 101 1750 West 75th Avenue, Vancouver, British Columbia V6P 6G2, telephone (604) 718-2046 and are also available electronically at www.sedar.com. See Documents Incorporated by Reference in this Prospectus Supplement.

PROSPECTUS SUPPLEMENT TO THE SHORT FORM

BASE SHELF PROSPECTUS DATED JUNE 20, 2013

New Issue

June 26, 2014

Up to 97,975 Common Shares

U.S.\$30.62 Per Common Share

On June 28, 2013 Westport Innovations Inc. (**Westport** or the **Corporation**) entered into a Stock Purchase Agreement (the **Purchase Agreement**) by and among Westport Innovations (U.S.) Holdings Inc. (**WIHI**), Clean Energy and BAF Technologies, Inc. (**BAF**). Pursuant to the terms of the Purchase Agreement, on June 28, 2013 (the **Closing Date**) WIHI acquired all of the capital stock of BAF, along with its wholly-owned subsidiary Servotech Engineering, Inc. As consideration for such shares and in accordance with the terms of the Purchase Agreement, Westport issued to Clean Energy 718,485 common shares in the capital of Westport (the **Initial Shares**) on the Closing Date. On June 28, 2013, Westport filed a prospectus supplement to its short form base shelf prospectus dated June 20, 2013 in each of the provinces of Canada, except Québec, to qualify the Initial Shares for distribution on a secondary offering basis.

This Prospectus Supplement is being filed with the securities regulatory authority in each of the provinces of Canada, except Québec, in order to qualify the distribution of up to 97,975 common shares in the capital of the Corporation (the **Common Shares**). The Common Shares are being issued to Clean Energy as partial consideration for the acquisition of BAF. The Common Shares being issued hereunder were not issued on the Closing Date as they were being held back to satisfy potential indemnification obligations of Clean Energy pursuant to the terms of the Purchase Agreement.

We will not receive any proceeds from the distribution of the Common Shares as they are being issued as partial consideration for the acquisition of BAF which closed on the Closing Date.

You should read this Prospectus Supplement and the Prospectus and any document incorporated by reference carefully before you invest in Common Shares.

There are certain risk factors that should be carefully reviewed by prospective purchasers. See Risk Factors .

This offering is made by a Canadian issuer that is permitted, under a multijurisdictional disclosure system adopted by the United States and Canada, to prepare this Prospectus Supplement and the Prospectus in accordance with Canadian disclosure requirements. You should be aware that such requirements are different from those of the United States. We have prepared our annual financial statements as at December 31, 2013 and December 31, 2012 and for the years ended December 31, 2013, December 31, 2012 and the nine month period ended December 31, 2011 and our interim financial statements as at and for the three month periods ended March 31, 2014 and 2013 in accordance with United States generally accepted accounting principles.

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The enforcement by investors of civil liabilities under United States federal securities laws may be affected adversely by the fact that we are incorporated or organized under the laws of Alberta, Canada, that some or all of our officers and directors are residents of Canada, that some or all of the experts named in this Prospectus Supplement and the Prospectus are residents of Canada, and that all or a substantial portion of our assets and the assets of such persons are located outside the United States.

The directors and executive officers of the Corporation listed in the table below reside outside of Canada and have appointed the following agents for service of process:

Name of Person or Company	Name and Address of Agent
John Beaulieu	Bennett Jones LLP 4500 Bankers Hall East 855 2 nd Street S.W. Calgary, Alberta, Canada T2P 4K7
Warren Baker	Bennett Jones LLP 4500 Bankers Hall East 855 2 nd Street S.W. Calgary, Alberta, Canada T2P 4K7
Douglas King	Bennett Jones LLP 4500 Bankers Hall East 855 2 nd Street S.W. Calgary, Alberta, Canada T2P 4K7
William Larkin	Bennett Jones LLP 4500 Bankers Hall East 855 2 nd Street S.W. Calgary, Alberta, Canada T2P 4K7

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that resides outside of Canada, even if the party has appointed an agent for service of process.

No underwriter has been involved in the preparation of, or has performed a review of, the contents of this Prospectus Supplement or the Prospectus.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE SEC) NOR HAS THE SEC PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Our outstanding Common Shares are listed for trading on the TSX under the trading symbol WPT and on NASDAQ under the trading symbol WPRT . The TSX has conditionally approved the listing of the Common Shares qualified by this Prospectus Supplement. Listing on the TSX is subject to our fulfillment of all of the listing requirements of the TSX. The Common Shares qualified by this Prospectus Supplement will be listed on NASDAQ. On June 25, 2014, the closing price of Westport s common shares on the TSX and NASDAQ was \$18.43 and U.S.\$17.25, respectively.

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You should rely only on the information contained in this Prospectus Supplement and the Prospectus. We have not authorized anyone to provide you with information different from that contained in this Prospectus Supplement and the Prospectus.

Our head office is located at 101 1750 West 75th Avenue, Vancouver, British Columbia V6P 6G2, and our registered office is located at 4500, 855 2nd Street S.W., Calgary, Alberta T2P 4K7.

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IMPORTANT NOTICE ABOUT INFORMATION IN THIS

PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS

This document is in two parts. The first part is this Prospectus Supplement, which adds to and updates certain information contained in the Prospectus and the documents incorporated by reference therein. The second part, the Prospectus, gives more general information, some of which may not apply to the Common Shares. This Prospectus Supplement is deemed to be incorporated into the accompanying Prospectus solely for the purpose of qualifying the distribution of Common Shares hereunder.

You should rely only on the information contained in this Prospectus Supplement and the Prospectus or incorporated by reference into the Prospectus. We have not authorized any other person to provide you with additional or different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should assume that the information appearing in this Prospectus Supplement and the Prospectus, as well as information we have previously filed with the SEC and with the securities regulatory authority in each of the provinces of Canada that is incorporated in the Prospectus by reference, is accurate as of their respective dates only. Our business, financial condition, results of operations and prospects may have changed since those dates.

DEFINITIONS

In this Prospectus Supplement and the Prospectus, unless otherwise indicated, references to **we** , **us** , **our** , **Westport** or the **Corporation** are to Westport Innovations Inc. All references to **dollars** , **Cdn.\$** or **\$** are to Canadian dollars and all references to **U.S.\$** are to United States dollars.

SPECIAL NOTICE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Prospectus Supplement and the Prospectus, and in certain documents incorporated by reference in the Prospectus, may constitute forward-looking statements . When used in such documents, the words **may** , **would** , **could** , **will** , **intend** , **plan** , **anticipate** , **believe** , **estimate** , **expect** , **project** and similar expressions, as they relate to us or our management, are intended to identify forward-looking statements.

In addition, readers should also refer to the AIF (as defined below), under the heading **Forward-Looking Information** and the MD&A (as defined below) under the heading **Forward Looking Statements** , both of which are incorporated by reference into the Prospectus, for a list of some additional forward-looking statements made by us in this Prospectus Supplement, the Prospectus and the documents incorporated by reference into the Prospectus.

Such statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Actual results may differ materially from those expressed in these forward-looking statements due to a number of uncertainties and risks, including the risks described in this Prospectus Supplement, the Prospectus and in the documents incorporated by reference into the Prospectus and other unforeseen risks, including, without limitation, those risks discussed in this Prospectus Supplement and the accompanying Prospectus under the heading **Risk Factors** .

You should not rely on any forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, after we distribute this Prospectus Supplement, except as otherwise required by law.

DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus Supplement is deemed to be incorporated by reference into the Prospectus solely for the purpose of qualifying the distribution of the Common Shares hereunder. Other documents are also incorporated or deemed to be incorporated by reference into the Prospectus and reference should be made to the Prospectus for full particulars thereof. See **Documents Filed as Part of the Registration Statement** in the Prospectus.

Information has been incorporated by reference into the Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated by reference may be obtained on request without charge from our Vice President, Investor Relations & Communications at 101 - 1750 West 75th Avenue, Vancouver, British Columbia, V6P 6G2, telephone (604) 718-2046. Copies of documents incorporated by reference may also be obtained by accessing the website located at www.sedar.com.

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We have filed the following documents with the securities commissions or similar regulatory authorities in each of the provinces of Canada, and such documents are specifically incorporated by reference into, and form an integral part of, the Prospectus as supplemented by this Prospectus Supplement:

our annual information form dated February 26, 2014 for the year ended December 31, 2013 (the **AIF**);

our management proxy circular dated March 5, 2014 relating to the annual and special meeting of shareholders held on April 24, 2014 (the **Management Proxy Circular**);

our management proxy circular dated February 28, 2013 relating to the annual and special meeting of shareholders held on April 11, 2013;

our audited consolidated financial statements as at December 31, 2013 and December 31, 2012 and for the years ended December 31, 2013, December 31, 2012 and the nine month period ended December 31, 2011, together with the notes thereto, and the auditors report thereon addressed to our shareholders;

our management's discussion and analysis of financial condition and results of operations dated February 25, 2014, for the fiscal year ended December 31, 2013 (the **MD&A**);

our interim consolidated financial statements as at and for the three month periods ended March 31, 2014 and 2013; and

our interim management's discussion and analysis of financial condition and results of operations dated May 1, 2014, for the three months ended March 31, 2014.

Any documents of the type required by National Instrument 44-101 *Short Form Prospectus Distributions* of the Canadian Securities Administrators to be incorporated by reference in a short form prospectus, including any annual information form, comparative annual financial statements and the auditors' report thereon, comparative unaudited interim financial statements, management's discussion and analysis of financial condition and results of operations, material change report (except a confidential material change report), business acquisition report and information circular, if filed by us with the securities commissions or similar authorities in the provinces of Canada after the date of this Prospectus Supplement and before the date on which all Common Shares covered by the registration statement, of which this Prospectus Supplement and the Prospectus forms a part, (i) have been sold, thereunder or pursuant to Rule 144, or (ii) may be sold without volume or manner-of-sale restrictions pursuant to Rule 144 and without the requirement for the Corporation to be in compliance with the current public information requirement under Rule 144, shall be deemed to be incorporated by reference in the Prospectus.

To the extent that any document or information incorporated by reference into the Prospectus is included in a report that is filed with the SEC on Form 40-F or 6-K (or any respective successor form), such document or information shall also be deemed to be incorporated by reference as an exhibit to the registration statement on Form F-10 of which the Prospectus forms a part. In addition, we have and will incorporate by reference into the Prospectus from documents that we file with the SEC pursuant to Section 13(a) or 15(d) of the United States Securities Exchange Act of 1934, as amended (the **U.S. Exchange Act**). Our U.S. filings are electronically available from the SEC's Electronic Document Gathering and Retrieval System, which may be accessed at www.sec.gov.

Any statement contained in this Prospectus Supplement, the Prospectus or in a document incorporated or deemed to be incorporated by reference into the Prospectus will be deemed to be modified or superseded for purposes of this Prospectus Supplement to the extent that a statement contained in this Prospectus Supplement or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference into the Prospectus modifies or supersedes that statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a

material fact

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that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to be incorporated by reference into the Prospectus or to constitute part of this Prospectus Supplement.

RECENT DEVELOPMENTS

On June 26, 2014 we entered into a first supplemental indenture (the **Supplemental Indenture**) to the debenture indenture between the Corporation and Computershare Trust Company of Canada dated September 22, 2011 (the **Debenture Indenture** and, together with the Supplemental Indenture, the **Indenture**). The Supplemental Indenture: (i) extends the maturity date of the 9% unsecured subordinated debentures of the Corporation due September 22, 2014 (the **Initial Debentures**) until September 15, 2017; (ii) provides for the issuance of additional debentures under the Indenture, on identical terms to the Initial Debentures; (iii) provides holders of debentures issued under the Indenture to elect, up to six times, to extend the maturity date of their respective debentures by a successive six month term, subject to a minimum of \$10 million principal amount of debentures remaining outstanding; and (iv) increases the amount of additional unsecured indebtedness permitted under the Debenture Indenture.

On June 26, 2014, in connection with the execution of the Supplemental Indenture, we closed a private placement of \$19 million aggregate principal amount of 9% unsecured subordinated debentures due September 15, 2017 (the **Series 2 Debentures**).

EXCHANGE RATE INFORMATION

The following table sets out, for each period indicated, the exchange rate at the end of the period and the average of the exchange rates on each day during the period for one U.S. dollar expressed in Canadian dollars, based on the U.S.-Canada dollar noon exchange rates quoted by the Bank of Canada. On June 25, 2014, the rate was Cdn.\$1.0721 equals U.S.\$1.00.

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013	2013	Year Ended December 31, 2012	2011	Nine Months Ended December 31, 2011
Average for period	1.1033	1.0083	1.0299	0.9996	0.9891	0.9903
End of period	1.1053	1.0156	1.0636	0.9949	1.0170	1.0170

USE OF PROCEEDS

We will not receive any proceeds from the distribution of the Common Shares as they are being issued as partial consideration for the acquisition of BAF which closed on the Closing Date. Such Common Shares were not issued on the Closing Date as they were being held back to satisfy potential indemnification obligations of Clean Energy pursuant to the terms of the Purchase Agreement.

PLAN OF DISTRIBUTION

The Corporation is proposing to issue up to 97,975 Common Shares to Clean Energy. The Common Shares are being issued as partial consideration for the acquisition of BAF which closed on the Closing Date. All of the Common Shares are being issued at the deemed price of U.S.\$30.62 per Common Share in accordance with the terms of the Purchase Agreement.

Our outstanding Common Shares are listed for trading on the TSX under the trading symbol **WPT** and on NASDAQ under the trading symbol **WPRT**. The TSX has conditionally approved the listing of the Common Shares qualified by this Prospectus Supplement. Listing on the TSX is subject to our fulfillment of all of the listing requirements of the TSX. The Common Shares qualified by this Prospectus Supplement will be listed on NASDAQ.

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The following description of securities issuances contains information with respect to all issuances of our Common Shares during the twelve month period prior to the date of this Prospectus Supplement.

We have issued the following Common Shares during the periods indicated:

Date	Price per Common Share ^{(1) (2)}		Number of Common Shares ⁽³⁾
	(Cdn.\$)		
2013			
June	\$10.71	\$30.62	725,579 ⁽⁴⁾
July	\$3.40	\$33.83	104,182 ⁽⁵⁾
August	\$18.31	\$31.94	189,822 ⁽⁶⁾
September	\$4.24	\$14.90	13,870 ⁽⁷⁾
October	\$4.59	\$47.06	6,039,936 ⁽⁸⁾
November		\$19.15	1,000 ⁽⁹⁾
December	\$3.40	\$10.71	914 ⁽¹⁰⁾
2014			
January	\$3.22	\$33.83	58,526 ⁽¹¹⁾
March	\$3.22	\$31.02	91,056 ⁽¹²⁾
April	\$23.19	\$47.06	135,463 ⁽¹³⁾
May		\$10.71	2,047 ⁽¹⁴⁾
June (1 - 25)	\$11.11	\$17.64	10,925 ⁽¹⁵⁾

Notes:

- (1) Represents a price range indicating the lowest and highest prices at which our Common Shares were issued during the relevant period. With respect to Common Shares issued on exercise of stock options the exercise price of such options has been utilized as the issuance price.
- (2) Common Shares issued upon exercise of performance share units (**PSUs**) or restricted share units (**RSUs**) have no exercise price. The price per Common Share set forth in the above table is the fair value per Common Share as of the grant date.
- (3) Unless otherwise noted, all Common Shares were issued upon exercise of stock options granted under the Westport Omnibus Plan (as defined in the Management Proxy Circular) or Westport's previously existing stock option plan.
- (4) Includes 2,094 Common Shares issued upon exercise of PSUs and/or RSUs and 718,485 Common Shares issued as part of the acquisition of BAF.
- (5) Includes 81,823 Common Shares issued upon exercise of PSUs and/or RSUs.
- (6) Includes 189,822 Common Shares issued upon exercise of PSUs and/or RSUs.
- (7) Includes 10,250 Common Shares issued upon exercise of PSUs and/or RSUs.
- (8) Includes 38,605 Common Shares issued upon exercise of PSUs and/or RSUs and 6,000,000 Common Shares that were issued pursuant to a public offering of shares which closed on October 1, 2013.
- (9) Includes 1,000 Common Shares issued upon exercise of PSUs and/or RSUs.
- (10) Includes 200 Common Shares issued upon exercise of PSUs and/or RSUs.
- (11) Includes 57,456 Common Shares issued upon exercise of PSUs and/or RSUs.
- (12) Includes 88,768 Common Shares issued upon exercise of PSUs and/or RSUs.
- (13) Includes 135,463 Common Shares issued upon exercise of PSUs and/or RSUs.
- (14) Includes 2,047 Common Shares issued upon exercise of PSUs and/or RSUs.
- (15) Includes 9,925 Common Shares issued upon exercise of PSUs and/or RSUs.

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We have, during the periods indicated, granted the following PSUs and RSUs pursuant to the Westport Omnibus Plan:

Date	Share-based Awards	Per Share market value
	Number of securities granted (#)	of shares underlying securities at time of unit issuance (\$)
October 31, 2013	49,173 ⁽¹⁾	25.41
October 31, 2013	82,645 ⁽²⁾	25.41
December 6, 2013	10,705 ⁽¹⁾	21.54
December 6, 2013	16,469 ⁽²⁾	21.54
January 3, 2014	416,756 ⁽¹⁾	20.97
January 3, 2014	352,879 ⁽²⁾	20.97
February 27, 2014	16,557 ⁽¹⁾	18.84
April 1, 2014	13,812 ⁽¹⁾	16.04
May 5, 2014	43,559 ⁽¹⁾	17.64
May 5, 2014	703,668 ⁽²⁾	17.64

Notes:

- (1) Represents a grant of RSUs pursuant to the Westport Omnibus Plan.
(2) Represents a grant of PSUs pursuant to the Westport Omnibus Plan.

MARKET FOR SECURITIES

Our outstanding Common Shares are listed and posted for trading on the TSX under the trading symbol WPT and on NASDAQ under the trading symbol WPRT. The following table sets forth the market price ranges, the closing price on the last day of trading and the aggregate volume of trading of the Common Shares on the TSX and NASDAQ for the twelve month period prior to the date of this Prospectus Supplement.

	Toronto Stock Exchange				NASDAQ Global Market			
	High (\$)	Low (\$)	Close (\$)	Volume (Shares)	High (U.S.\$)	Low (U.S.\$)	Close (U.S.\$)	Volume (Shares)
2013								
June	36.14	29.10	35.45	630,096	34.44	27.61	33.53	12,653,972
July	36.57	31.23	33.80	930,210	35.40	30.23	32.77	17,120,137
August	34.10	27.26	28.90	1,035,855	33.10	26.26	27.51	18,362,801
September	30.30	24.70	24.93	1,411,613	29.48	23.95	24.19	21,505,287
October	26.65	24.20	24.42	1,464,094	25.87	23.17	23.43	20,592,755
November	25.49	22.41	22.48	1,267,253	24.40	21.11	21.47	18,906,707
December	22.81	18.29	20.79	1,760,906	21.48	17.07	19.61	29,679,085
2014								
January	24.11	18.79	18.98	2,307,592	22.50	16.93	17.02	25,638,691
February	19.73	17.78	17.88	2,148,214	17.96	16.03	16.10	24,097,530
March	20.11	15.34	16.04	2,486,393	18.16	13.84	14.48	25,401,383
April	16.72	13.67	14.37	1,835,011	15.14	12.42	13.12	16,899,451
May	18.37	13.97	16.45	2,234,679	16.87	12.71	15.19	25,617,269
June (1 - 25)	18.95	15.58	18.43	1,845,752	17.65	14.26	17.25	13,229,184

CONSOLIDATED CAPITALIZATION

Other than the issuance of an aggregate of 148,435 Common Shares pursuant to the exercise of stock options and units granted under Westport's securities based compensation plans and the issuance of \$19 million aggregate principal amount of Series 2 Debentures, there have been no material changes in our share and loan capitalization which have occurred subsequent to March 31, 2014.

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RISK FACTORS

An investment in the Common Shares is speculative and involves a high degree of risk. In addition to the other information contained in this Prospectus Supplement, in the Prospectus and in the documents incorporated by reference into the Prospectus, you should carefully consider the risk factors set forth below, as well as the risk factors referenced under the heading Risk Factors , which begins on page 6 of the accompanying Prospectus.

Future sales or issuances of equity securities could decrease the value of the Common Shares, dilute investors' voting power and reduce the Corporation's earnings per share.

The Corporation may sell additional equity securities in subsequent offerings and may issue additional equity securities to finance future acquisitions and other projects and to satisfy its obligations pursuant to the exercise of convertible securities.

Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and the Corporation may experience dilution in its earnings per share.

The Common Shares are publicly traded and are subject to various factors that may cause the Corporation's share price to be volatile.

The trading price of the Common Shares may be, subject to large fluctuations, which may result in losses to investors. The trading price of the Common Shares may increase or decrease in response to a number of events and factors, including:

the Corporation's operating performance and the performance of the Corporation's competitors and other similar companies;

volatility in currency exchange rates;

the public's reaction to the Corporation's news releases, other public announcements and the Corporation's filings with the various securities regulatory authorities;

changes in earnings estimates or recommendations by research analysts who track the Common Shares or the shares of other companies in the same industry as the Corporation;

changes in general economic and/or political conditions;

the number of Common Shares to be publicly traded after any offering of such Common Shares;

the arrival or departure of key personnel;

acquisitions, strategic alliances or joint ventures involving the Corporation or its competitors;

the breadth of the public market for the Common Shares; and

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the attractiveness of alternative investments.

In addition, the market price of Common Shares may be affected by many variables not directly related to the Corporation's success and that are, therefore, not within the Corporation's control. The effect of these and other factors on the market price of the Common Shares on the exchanges on which the Common Shares trade may cause the Corporation's share price to be volatile.

LEGAL MATTERS

Certain legal matters relating to the offering of Common Shares under this Prospectus Supplement will be reviewed on our behalf by Bennett Jones LLP and Willkie Farr & Gallagher LLP.

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As at the date hereof, the partners and associates of Bennett Jones LLP and Willkie Farr & Gallagher LLP, as a group, beneficially own, directly or indirectly, less than 1% of our outstanding Common Shares.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Our auditors are Deloitte LLP, Chartered Accountants, 2800 1055 Dunsmuir Street, 4 Bentall Centre, Vancouver, British Columbia V7X 1P4. Deloitte LLP has advised the Corporation that they are independent with respect to the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia and in accordance with the applicable rules and regulations of the SEC and the Public Company Accounting Oversight Board (United States).

Our financial statements as at December 31, 2013 and December 31, 2012 and for the years ended December 31, 2013 and December 31, 2012 and the nine month period ended December 31, 2011, incorporated by reference into the Prospectus have been audited by KPMG LLP, independent auditors, as indicated in their report dated February 25, 2014, and are incorporated into the Prospectus in reliance upon the authority of said firm as experts in accounting and auditing in giving said report. KPMG LLP has advised the Corporation that they are independent with respect to the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia and in accordance with the applicable rules and regulations of the SEC and the Public Company Accounting Oversight Board (United States).

The transfer agent and registrar for our Common Shares is Computershare Trust Company of Canada at its principal offices in the cities of Vancouver, British Columbia, Calgary, Alberta and Toronto, Ontario.

PURCHASERS STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus, the accompanying prospectus supplement relating to securities purchased by a purchaser and any amendment thereto. The legislation further provides a purchaser with remedies for rescission or damages if the prospectus, the accompanying prospectus supplement relating to securities purchased by a purchaser or any amendment contains a misrepresentation or are not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation in the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

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No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This short form base shelf prospectus has been filed under legislation in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador that permits certain information about these securities to be determined after this short form base shelf prospectus has become final and that permits the omission from this short form base shelf prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

Information has been incorporated by reference in this short form base shelf prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Vice President, Investor Relations and Communications of Westport Innovations Inc. at 101 1750 West 75th Avenue, Vancouver, British Columbia V6P 6G2, telephone (604) 718-2046 and are also available electronically at www.sedar.com. See Documents Incorporated by Reference .

SHORT FORM BASE SHELF PROSPECTUS

New Issue and Secondary Offering

June 20, 2013

Cdn.\$750,000,000

Common Shares

Preferred Shares

Subscription Receipts

Warrants

Debt Securities

Units

This prospectus (the **Prospectus**) relates to the offering for sale from time to time, during the 25-month period that this prospectus, including any amendments, remains valid, of up to Cdn.\$750,000,000 (or the equivalent in other currencies or currency units) aggregate initial offering price of our common shares (**Common Shares**), preferred shares (**Preferred Shares**), subscription receipts (**Subscription Receipts**), warrants to purchase Common Shares (**Warrants**), senior or subordinated unsecured debt securities (**Debt Securities**), and/or units comprised of one or more of the other securities described in this Prospectus in any combination, (**Units** and, together with the Common Shares, Preferred Shares, Subscription Receipts, Debt Securities and Warrants, the **Securities**). The Securities may be offered by us or by our securityholders. We, or our securityholders, may offer Securities in such amount and, in the case of the Preferred Shares, Subscription Receipts, Debt Securities, Warrants and Units, with such terms as we, or our securityholders, may determine in light of market conditions. We, or our securityholders, may sell the Preferred Shares, Subscription Receipts, Debt Securities and Warrants in one or more series.

There are certain risk factors that should be carefully reviewed by prospective purchasers. See Risk Factors .

The specific variable terms of any offering of Securities will be set forth in a supplement to this Prospectus relating to such Securities (each, a **Prospectus Supplement**) including where applicable: (i) in the case of the Common Shares, the number of Common Shares offered, the currency (which may be Canadian dollars or any other currency), the issue price and any other specific terms; (ii) in the case of Preferred Shares, the number of Preferred Shares being offered, the designation of the series, the offering price, dividend rate, if any, and any other specific terms; (iii) in the case of Subscription Receipts, the number of Subscription Receipts offered, the currency (which may be Canadian dollars or any other currency), the issue price, the terms and procedures for the exchange of the

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Subscription Receipts and any other specific terms; (iv) in the case of Warrants, the designation, the number of Warrants offered, the currency (which may be Canadian dollars or any other currency), number of the Common Shares that may be acquired upon exercise of the Warrants, the exercise price, dates and periods of exercise, adjustment procedures and any other specific terms; (v) in the case of Debt Securities, the designation, aggregate principal amount and authorized denominations of the Debt Securities, any limit on the aggregate principal amount of the Debt Securities, the currency (which may be Canadian dollars or any other currency), the issue price (at par, at a discount or at a premium), the issue and delivery date, the maturity date (including any provisions for the extension of a maturity date), the interest rate (either fixed or floating and, if floating, the method of determination thereof), the interest payment date(s), the provisions (if any) for subordination of the Debt Securities to other indebtedness, any redemption provisions, any repayment provisions, any terms entitling the holder to exchange or convert the Debt Securities into other securities and any other specific terms; and (vi) in the case of Units, the designation, the number of Units offered, the offering price, the currency (which may be Canadian dollars or any other currency), terms of the Units and of the securities comprising the Units and any other specific terms. **You should read this Prospectus and any Prospectus Supplement before you invest in any Securities.**

We have filed with the SEC a registration statement on Form F-10 relating to the Securities. This Prospectus, which constitutes a part of the registration statement, does not contain all of the information contained in the registration statement, certain items of which are contained in the exhibits to the registration statement as permitted by the rules and regulations of the SEC. Statements included or incorporated by reference in this Prospectus about the contents of any contract, agreement or other documents referred to are not necessarily complete, and in each instance, you should refer to any applicable full version or more detailed description of the contract, agreement or other document, as may be available electronically on SEDAR at www.sedar.com or on Westport's website at www.westport.com, for a more complete description of the matter involved. Each such statement is qualified in its entirety by such reference. See "Where you Can Find Additional Information".

This offering is made by a Canadian issuer that is permitted, under a multijurisdictional disclosure system adopted by the United States and Canada (the MJDS), to prepare this Prospectus in accordance with Canadian disclosure requirements. You should be aware that such requirements are different from those of the United States. We have prepared our annual financial statements as at December 31, 2012 and December 31, 2011 and for the year ended December 31, 2012, the nine month period ended December 31, 2011 and the year ended March 31, 2011 and our interim financial statements as at and for the three month period ended March 31, 2013 and 2012 in accordance with United States generally accepted accounting principles (U.S. GAAP).

Prospective investors should be aware that the acquisition of the Securities may have tax consequences both in the United States and in Canada. Such consequences for investors who are resident in, or citizens of, the United States may not be described fully herein or in any applicable Prospectus Supplement with respect to a particular offering of Securities. Prospective investors should consult their own tax advisors prior to deciding to purchase any of the Securities. See "Certain Income Tax Considerations".

The enforcement by investors of civil liabilities under United States federal securities laws may be affected adversely by the fact that we are incorporated or organized under the laws of Alberta, Canada, that some or all of our officers and directors are residents of Canada, that some or all of the underwriters or experts named in this Prospectus are residents of Canada, and that all or a substantial portion of our assets and the assets of such persons are located outside the United States.

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The individuals listed in the table below are each a director or executive officer of the Corporation who resides outside of Canada and has appointed the following agent for service of process:

Name of Person	Name and Address of Agent
John Beaulieu	Bennett Jones LLP 4500 Bankers Hall East 855 2 nd Street S.W. Calgary, Alberta, Canada T2P 4K7
Warren Baker	Bennett Jones LLP 4500 Bankers Hall East 855 2 nd Street S.W. Calgary, Alberta, Canada T2P 4K7
Nancy Gougarty	Bennett Jones LLP 4500 Bankers Hall East 855 2 nd Street S.W. Calgary, Alberta, Canada T2P 4K7
Douglas King	Bennett Jones LLP 4500 Bankers Hall East 855 2 nd Street S.W. Calgary, Alberta, Canada T2P 4K7
Bill Larkin	Bennett Jones LLP 4500 Bankers Hall East 855 2 nd Street S.W. Calgary, Alberta, Canada T2P 4K7

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, organized or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

No underwriter has been involved in the preparation of, or has performed a review of, the contents of this Prospectus.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE SEC) NOR HAS THE SEC PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

All shelf information permitted under applicable laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

Our outstanding securities are listed for trading on the Toronto Stock Exchange (**TSX**) under the trading symbol **WPT** and on the NASDAQ Global Select Market (**NASDAQ**) under the trading symbol **WPRT** . Unless otherwise specified in any applicable Prospectus Supplement, the Preferred Shares, Subscription Receipts, Warrants, Debt Securities, and Units will not be listed on any securities exchange. **There is no market through which the Preferred Shares, Subscription Receipts, Warrants, Debt Securities or Units may be sold and purchasers may not be able to resell the Preferred Shares, Subscription Receipts, Warrants, Debt Securities or Units purchased under this Prospectus. This may affect the pricing of these securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See the Risk Factors section of the applicable Prospectus Supplement.**

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Our Securities may be sold pursuant to this Prospectus to or through underwriters, dealers, placement agents or other intermediaries or directly to purchasers or through agents at amounts and prices and other terms determined by us or any selling securityholders. In connection with any underwritten offering of securities, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the securities offered. Such transactions, if commenced, may be discontinued at any time. See Plan of Distribution .

The Prospectus Supplement relating to a particular offering of Securities will identify each person who may be deemed to be an underwriter with respect to such offering and will set forth the terms of the offering of such Securities, including, to the extent applicable, the amounts, if any, to be purchased by underwriters, the plan of distribution for such securities, the initial public offering price, the proceeds expected to be received by us or any selling securityholder, the underwriting discounts or commissions and any other discounts or concessions to be allowed or reallocated to dealers. The managing underwriter or underwriters with respect to Securities sold to or through underwriters, if any, will be named in the related Prospectus Supplement.

You should rely only on the information contained in this Prospectus. We have not authorized anyone to provide you with information different from that contained in this Prospectus.

Our head office is located at 101 1750 West 75th Avenue, Vancouver, British Columbia V6P 6G2, and our registered office is located at 4500 855 2nd Street S.W., Calgary, Alberta T2P 4K7.

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DEFINITIONS AND OTHER MATTERS

In this Prospectus and any Prospectus Supplement, unless otherwise indicated, references to we, us, our, Westport or the Corporation are to Westport Innovations Inc. All references to dollars, Cdn.\$ or \$ are to Canadian dollars and all references to U.S.\$ are to United States dollars. Unless otherwise indicated, all financial information included and incorporated by reference in this Prospectus and any Prospectus Supplement is determined using U.S. GAAP.

SPECIAL NOTICE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Prospectus and any Prospectus Supplement, and in certain documents incorporated by reference in this Prospectus, may constitute forward-looking statements. When used in such documents, the words may, would, could, will, intend, plan, anticipate, believe, estimate, expect, project and similar expressions, as they relate to us or our management, are intended to identify forward-looking statements. In particular, this Prospectus and the documents incorporated by reference in this Prospectus contain forward-looking statements which include, but are not limited to, the manner in which the selling securityholders may sell Securities, the filing of one or more Prospectus Supplement(s), and the expansion of our product offering.

In addition to those forward-looking statements referred to above, readers should also refer to the AIF (as defined below), under the heading Forward-Looking Information and the MD&A (as defined below) under the heading Forward Looking Statements, both of which are incorporated by reference into this Prospectus, for a list of some additional forward-looking statements made by us in this Prospectus and the documents incorporated by reference in this Prospectus.

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Such statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Actual results may differ materially from those expressed in these forward-looking statements due to a number of uncertainties and risks, including the risks described in this Prospectus, any Prospectus Supplement and in the documents incorporated by reference into this Prospectus and other unforeseen risks, including, without limitation:

market acceptance of our products;

product development delays;

changing environmental regulations;

the ability to attract and retain business partners;

the success of our business partners and original equipment manufacturers (**OEMs**), with whom we partner;

future levels of government funding and incentives;

competition from other technologies;

price differential between compressed natural gas (**CNG**), liquefied natural gas (**LNG**) and liquefied petroleum gas (**LPG**) relative to petroleum-based fuels;

limitations on our ability to protect our intellectual property;

potential claims or disputes in respect of our intellectual property;

limitations in our ability to successfully integrate acquired businesses;

limitations in the development of natural gas refuelling infrastructure;

the ability to provide the capital required for research, product development, operations and marketing;

there could be unforeseen claims made against us;

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our international business operations could expose us to factors beyond our control, such as currency exchange rates, changes in governmental policy, trade barriers, trade embargoes, and delays in the development of international markets for our products; and

those risks discussed in this Prospectus and the AIF under the heading "Risk Factors" and in the MD&A under the heading "Forward Looking Statements".

Any forward-looking statement is made only as of the date of this Prospectus or the applicable document incorporated by reference herein. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, after we distribute this Prospectus, except as otherwise required by law.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from our Vice President, Investor Relations and Communications at 101 - 1750 West 75th Avenue, Vancouver, British Columbia V6P 6G2, telephone (604) 718-2046. Copies of documents incorporated by reference are also available electronically at www.sedar.com.

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We have filed the following documents with the securities commissions or similar regulatory authorities in certain of the provinces of Canada and such documents are specifically incorporated by reference in this Prospectus:

our annual information form dated March 7, 2013 for the year ended December 31, 2012 (the **AIF**);

our management proxy circular dated February 28, 2013 relating to the annual and special meeting of shareholders held on April 11, 2013 (the **Management Proxy Circular**);

our amended audited consolidated financial statements as at December 31, 2012 and December 31, 2011 and for the year ended December 31, 2012, the nine month period ended December 31, 2011 and the year ended March 31, 2011, together with the notes thereto, and the auditors' report thereon addressed to our shareholders and filed on SEDAR on May 31, 2013 (the **Annual Financials**);

our amended management's discussion and analysis of financial condition and results of operations dated May 31, 2013, for the fiscal year ended December 31, 2012 and filed on SEDAR on May 31, 2013 (the **MD&A**);

our interim consolidated financial statements as at and for the three month period ended March 31, 2013 and 2012; and

our interim management's discussion and analysis of financial condition and results of operations dated May 2, 2013, for the three months ended March 31, 2013.

Any documents of the type required by National Instrument 44-101 *Short Form Prospectus Distributions* of the Canadian Securities Administrators to be incorporated by reference in a short form prospectus, including any annual information form, comparative annual financial statements and the auditors' report thereon, comparative unaudited interim financial statements, management's discussion and analysis of financial condition and results of operations, material change report (except a confidential material change report), business acquisition report and information circular, if filed by us with the securities commissions or similar authorities in the provinces of Canada after the date of this Prospectus shall be deemed to be incorporated by reference in this Prospectus.

To the extent that any document or information incorporated by reference into this Prospectus is included in a report that is filed with the SEC on Form 40-F or 6-K (or any respective successor form), such document or information shall also be deemed to be incorporated by reference as an exhibit to the registration statement on Form F-10 of which this Prospectus forms a part. In addition, we have and will incorporate by reference into this Prospectus from documents that we file with the SEC pursuant to Section 13(a) or 15(d) of the United States Securities Exchange Act of 1934, as amended (the **U.S. Exchange Act**). Our U.S. filings are electronically available from the SEC's Electronic Document Gathering and Retrieval System, which may be accessed at www.sec.gov.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference into this Prospectus modifies or supersedes that statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Prospectus.

Upon a new annual information form, audited annual financial statements and related management's discussion and analysis being filed by us with, and where required, accepted by, the securities commission or similar regulatory authority in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador during the term of this Prospectus,

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the previous annual information form, the previous audited annual financial statements and related management's discussion and analysis, all unaudited interim financial statements and related management's discussion and analysis, material change reports and business acquisition reports filed prior to the commencement of our financial year in which the new annual information form and related audited annual financial statements and management's discussion and analysis are filed shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus. Upon new unaudited interim financial statements and related management's discussion and analysis being filed by us with the securities commission or similar regulatory authority in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador during the term of this Prospectus, all unaudited interim financial statements and related management's discussion and analysis filed prior to the new unaudited interim consolidated financial statements and related management's discussion and analysis shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus. Upon a new information circular relating to an annual meeting of holders of Common Shares being filed by us with the securities commission or similar regulatory authority in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador during the term of this Prospectus, the information circular for the preceding annual meeting of holders of Common Shares shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus.

One or more Prospectus Supplements containing the specific variable terms for an issue of the Securities and other information in relation to such Securities will be delivered to purchasers of such Securities together with this Prospectus and will be deemed to be incorporated by reference into this Prospectus as of the date of the Prospectus Supplement solely for the purposes of the offering of the Securities covered by any such Prospectus Supplement.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We have filed with the SEC a registration statement on Form F-10 relating to the Securities. This Prospectus, which constitutes a part of the registration statement, does not contain all of the information contained in the registration statement, certain items of which are contained in the exhibits to the registration statement as permitted by the rules and regulations of the SEC. Statements included or incorporated by reference in this Prospectus about the contents of any contract, agreement or other documents referred to are not necessarily complete, and in each instance, you should refer to any applicable full version or more detailed description of the contract, agreement or other document, as may be available electronically on SEDAR at www.sedar.com or on Westport's website at www.westport.com, for a more complete description of the matter involved. Each such statement is qualified in its entirety by such reference.

We are subject to the information requirements of the U.S. Exchange Act and applicable Canadian securities legislation, and in accordance therewith we file reports and other information with the SEC and with the securities regulatory authorities in Canada. Under the MJDS adopted by Canada and the United States, documents and other information that we file with the SEC may be prepared in accordance with the disclosure requirements of Canada, which are different from those of the United States. As a foreign private issuer, we are exempt from the rules under the U.S. Exchange Act prescribing the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the U.S. Exchange Act. In addition, we are not required to publish financial statements as promptly as United States companies.

Investors may read any document that we have filed with the SEC and may also obtain copies of those documents by paying a fee at the public reference room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Investors should call the SEC at 1-800-SEC-0330 or access its website at www.sec.gov for further information about the public reference rooms. Investors may read and download some of the documents we have filed with the SEC at the SEC's Electronic Data Gathering and Retrieval system at www.sec.gov. We are also subject to filing requirements prescribed by the securities legislation of all Canadian provinces. These filings are available electronically from SEDAR at www.sedar.com.

ENFORCEABILITY OF CIVIL LIABILITIES

We are a corporation existing under the *Business Corporations Act* (Alberta). The majority of our officers and directors and some of the experts named in this Prospectus, are residents of Canada or otherwise reside outside the United States, and all, or a substantial portion of their assets and a substantial portion of our assets, are located outside the United States.

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We have appointed an agent for service of process in the United States, but it may be difficult for holders of Securities who reside in the United States to effect service within the United States upon those directors, officers and experts who are not residents of the United States. It may also be difficult for holders of Securities who reside in the United States to realize in the United States upon judgments of courts of the United States predicated upon our civil liability and the civil liability of our directors, officers and experts under the United States federal securities laws or the securities laws of any state of the United States.

We have been advised by our Canadian counsel that a judgment of a United States court predicated solely upon civil liability under United States federal securities laws would likely be enforceable in Canada if the United States court in which the judgment was obtained has a basis for jurisdiction in the matter that would be recognized by a Canadian court for the same purposes. We have also been advised by such counsel, however, that there is substantial doubt whether an action could be brought in Canada in the first instance on the basis of liability predicated solely upon United States federal securities laws.

We filed with the SEC, concurrently with our registration statement on Form F-10 of which this Prospectus is a part, an appointment of agent for service of process on Form F-X. Under the Form F-X, we appointed C T Corporation System as our agent for service of process in the United States in connection with any investigation or administrative proceeding conducted by the SEC, and any civil suit or action brought against or involving us in a United States court arising out of or related to or concerning the offering of the Securities under this Prospectus.

WESTPORT INNOVATIONS INC.

Our governing corporate statute is the *Business Corporations Act* (Alberta). Our head office and principal place of business is at 101 1750 West 75th Avenue, Vancouver, British Columbia V6P 6G2. Our registered office is at 4500 Bankers Hall East, 855 2nd Street S.W., Calgary, Alberta T2P 4K7.

We have three material subsidiaries, Westport Power Inc. (**WPI**), which is 100% wholly-owned and incorporated pursuant to the *Business Corporations Act* (British Columbia), Westport Light Duty Inc. (**Westport LD**), which is 100% wholly-owned by WPI, and incorporated pursuant to the *Business Corporations Act* (British Columbia) and Westport Fuel Systems Inc., a Delaware corporation, which is 100 % wholly-owned.

In addition, we own 100% of the voting securities of Westport Innovations (Australia) Pty. Ltd., a Victoria, Australia corporation and 100% of the voting securities of Westport Innovations (Hong Kong) Limited (**Westport HK**), a Hong Kong, China corporation. Westport HK owns 35% of the voting securities of Weichai Westport Inc., a Chinese corporation.

We, through WPI, own 50% of the voting securities of Cummins Westport Inc. (**CWI**), a Delaware corporation.

We, through Westport LD, own 100% of the voting securities of Alternative Fuel Vehicle Sweden AB, a Swedish corporation, and 100% of the voting securities of Juniper Engines Inc. S.r.l. (**Juniper**), an Italian corporation. Juniper owns 100% of the voting securities of Emer S.p.A., an Italian corporation, and 100% of the voting securities of OMVL S.p.A., an Italian corporation.

OUR BUSINESS

We are a leading provider of high-performance, low-emission engine and fuel system technologies utilizing gaseous fuels. Our technology and products enable light- (less than 5.9 litre), medium- (5.9 to 8.9 litre), heavy-duty- (11 to 16 litre) and high-horsepower- (greater than 16 litre) petroleum-based fuel engines to use primarily natural gas, giving users a cleaner, and generally less expensive alternative fuel based on a more abundant natural resource. Through our partnerships and direct sales efforts, to date, we have sold over 73,000 natural gas and propane engines and fuel systems to customers in more than 19 countries. We currently have strategic relationships with three of the world's top four engine producers and supply or have strategic relationships with six of the world's top ten truck producers, as well as eight of the world's top ten automotive manufacturers.

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Since our founding in 1995, we have focused on developing technology that allows us to produce more environmentally sustainable engines without compromising the performance, fuel economy, durability and reliability of diesel engines. We have invested over U.S.\$400 million towards the research, development and commercialization of our proprietary technologies, which allow engines to operate on natural gas while preserving the key benefits