

AEROCENTURY CORP
Form SC 13G/A
February 13, 2014

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

AEROCENTURY CORP.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

007737109

(CUSIP Number)

December 31, 2013

(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)
- 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 the disclosures provided in a prior cover page.

The information required in 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, as amended ("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).

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

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CUSIP No. 007737109

1. Names of Reporting Persons.
Lee G. Beaumont
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States of America
5. Sole Voting Power
91,948
6. Shared Voting Power
0
7. Sole Dispositive Power
91,948
8. Shared Dispositive Power
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person
91,948
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
5.7% (1)
12. Type of Reporting Person (See Instructions)
IN

(1) Based upon 1,606,557 shares of common stock of the issuer outstanding as of November 8, 2013, as disclosed in the Form 10-Q filed on November 8, 2013 by the issuer with the U.S. Securities and Exchange Commission with respect to the quarter ended September 30, 2013.

Item 1.

- (a) Name of Issuer
AeroCentury Corp.
- (b) Address of Issuer's Principal Executive Offices
1440 Chapin Avenue, Suite 310, Burlingame, California 94010

Item 2.

- (a) Name of Person Filing
Lee G. Beaumont
- (b) Address of Principal Business Office or, if none, Residence
2090 Centro Street, East, Tiburon, California 94920
- (c) Citizenship
United States of America
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
007737109

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is:

- (a) A Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) A Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) An Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) An Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (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 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) A Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with

Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

_____.

Item 4. Ownership.

- (a) Amount beneficially owned:
91,948
- (b) Percent of class:
5.7%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
91,948
 - (ii) Shared power to vote or to direct the vote:
0
 - (iii) Sole power to dispose or to direct the disposition of:
91,948
 - (iv) Shared power to dispose or to direct the disposition of:
0

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.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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 other than activities solely in connection with a nomination under § 240.14a-11.

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.

Date: February 13, 2014

LEE G. BEAUMONT

/s/ Lee G. Beaumont