

AeroVironment Inc
Form SC 13G/A
February 14, 2014

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934*
(Amendment No. 6)**

AeroVironment, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

008073108

(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 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).

SCHEDULE 13G

CUSIP No. 008073108

1	Name of Reporting Persons Timothy E. Conver	
2	Check the Appropriate Box if a Member of a Group (a) ☐ (b) ☐	
3	SEC Use Only	
4	Citizenship or Place of Organization United States citizen	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 35,100 shares (1)
	6	Shared Voting Power 2,755,535 shares (2)
	7	Sole Dispositive Power 35,100 shares (1)
	8	Shared Dispositive Power 2,755,535 shares (2)
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,790,635 shares (3)	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares ☐	
11	Percent of Class Represented by Amount in Row (9) 12.3% (4)	
12	Type of Reporting Person IN	

(1) 35,000 shares are subject to a right of forfeiture in favor of AeroVironment, Inc. that lapses with respect to 7,000 shares on each of July 11, 2014, 2015, 2016, 2017 and 2018.

(2) Includes (a) 2,285,535 shares of AeroVironment, Inc. common stock held by the Conver Family Trust, of which Mr. Conver is a trustee, and (b) 470,000 shares of AeroVironment, Inc. common stock held by The Conver Family Limited Partnership, of which Mr. Conver is a trustee of such partnership's general partner.

(3) Mr. Conver disclaims beneficial ownership of the shares listed above, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission for purposes of Sections 13(d) or 13(g) or any other purpose.

(4) Based on 22,708,489 shares of common stock of AeroVironment, Inc. outstanding as of November 15, 2013, as reported in AeroVironment, Inc.'s Quarterly Report on Form 10-Q filed on November 27, 2013.

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CUSIP No. 008073108

1	Name of Reporting Persons Conver Family Trust	
2	Check the Appropriate Box if a Member of a Group (a) ☐ (b) ☐	
3	SEC Use Only	
4	Citizenship or Place of Organization State of California, United States	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 2,285,535 shares
	6	Shared Voting Power 0 shares
	7	Sole Dispositive Power 2,285,535 shares
	8	Shared Dispositive Power 0 shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,285,535 shares	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares ☐	
11	Percent of Class Represented by Amount in Row (9) 10.1% (1)	
12	Type of Reporting Person OO	

(1) Based on 22,708,489 shares of common stock of AeroVironment, Inc. outstanding as of November 15, 2013, as reported in AeroVironment, Inc.'s Quarterly Report on Form 10-Q filed on November 27, 2013.

CUSIP No. 008073108

- Item 1(a).** Name of Issuer:
AeroVironment, Inc.
- Item 1(b).** Address of Issuer's Principal Executive Offices:
181 W. Huntington Drive, Monrovia, CA 91016
- Item 2(a).** Name of Person Filing:
This Schedule is being filed by Timothy E. Conver and the Conver Family Trust. Mr. Conver and the Conver Family Trust are filing this Schedule jointly, pursuant to the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act, as amended, and not as separate persons.
- Item 2(b).** Address of Principal Business Office or, if none, Residence:
The address of Mr. Conver and the Conver Family Trust is: c/o AeroVironment, Inc., 181 W. Huntington Drive, Monrovia, CA 91016.
- Item 2(c).** Citizenship:
Mr. Conver is a United States citizen. The Conver Family Trust was formed in the State of California, United States.
- Item 2(d).** Title of Class of Securities:
Common stock, \$0.0001 par value per share.
- Item 2(e).** CUSIP Number:
008073108
- Item 3.** **If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:**
- | | | |
|-----|-----------------------|---|
| (a) | ☐ | Broker or dealer registered under section 15 of the Exchange Act. |
| (b) | ☐ | Bank as defined in section 3(a)(6) of the Exchange Act. |
| (c) | ☐ | Insurance company as defined in section 3(a)(19) of the Exchange Act. |
| (d) | ☐ | Investment company registered under section 8 of the Investment Company Act. |
| (e) | ☐ | An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E); |
| (f) | ☐ | An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F); |
| (g) | ☐ | A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G); |
| (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; |
| (j) | ☐ | A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J); |
| (k) | ☐ | Group, in accordance with Rule 13d-1(b)(1)(ii)(K). |

CUSIP No. 008073108

Item 4. Ownership

- | | |
|-----|---|
| (a) | Amount beneficially owned: |
| | Mr. Conver: 2,790,635 Shares (1) (2) |
| | Conver Family Trust: 2,285,535 Shares |
| (b) | Percent of class (3): |
| | Mr. Conver: 12.3% |
| | Conver Family Trust: 10.1% |
| (c) | Number of shares as to which such person has: |
| | |
| | (i) Sole power to vote or to direct the vote: |
| | Mr. Conver: 35,100 Shares (2) |
| | Conver Family Trust: 2,285,535 Shares |
| | (ii) Shared power to vote or to direct the vote: |
| | Mr. Conver: 2,755,535 Shares (4) |
| | Conver Family Trust: 0 Shares |
| | (iii) Sole power to dispose or to direct the disposition of: |
| | Mr. Conver: 35,100 Shares (2) |
| | Conver Family Trust: 2,285,535 Shares |
| | (iv) Shared power to dispose or to direct the disposition of: |
| | Mr. Conver: 2,755,535 Shares (4) |
| | Conver Family Trust: 0 Shares |

(1) Mr. Conver disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission for purposes of Sections 13(d) or 13(g) or any other purpose.

(2) 35,000 shares are subject to a right of forfeiture in favor of AeroVironment, Inc. that lapses with respect to 7,000 shares on each of July 11, 2014, 2015, 2016, 2017 and 2018.

(3) Based on 22,708,489 shares of common stock of AeroVironment, Inc. outstanding as of November 15, 2013, as reported in AeroVironment, Inc.'s Quarterly Report on Form 10-Q filed on November 27, 2013.

(4) Includes (a) 2,285,535 shares of AeroVironment, Inc. common stock held by the Conver Family Trust, of which Mr. Conver is a trustee, and (b) 470,000 shares of AeroVironment, Inc. common stock held by The Conver Family Limited Partnership, of which Mr. Conver is a trustee of such partnership's general partner.

Item 5. Ownership of Five Percent or Less of a Class:

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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:
Not applicable

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 14, 2014

TIMOTHY E. CONVER

/s/ Timothy E. Conver
Name: Timothy E. Conver

CONVER FAMILY TRUST

By:	/s/ Timothy E. Conver
Name:	Timothy E. Conver
Title:	Trustee

EXHIBIT INDEX

Exhibit 1	Joint Filing Agreement.
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