

INNOVATIVE SOLUTIONS & SUPPORT INC
Form SC 13G
February 14, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b) \*

Innovative Solutions and Support, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

45769N 10 5

(CUSIP Number)

December 31, 2000

(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)
[X] 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 ("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).

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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

-----  
5 SOLE VOTING POWER  
NUMBER OF 5  
SHARES 3,328,184  
-----  
6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 6  
EACH None  
-----  
7 SOLE DISPOSITIVE POWER  
REPORTING PERSON 7  
3,328,184  
-----  
8 SHARED DISPOSITIVE POWER  
WITH 8  
None

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,328,184

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)   
[ ]

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
26.1%

-----  
12 TYPE OF REPORTING PERSON\*  
IN

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

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SCHEDULE 13G

Item 1.

1(a). Name of Issuer: Innovative Solutions and Support, Inc.

1(b). Address of Issuer's Principal Executive Offices

420 Lapp Road, Malvern, Pennsylvania 19355

Item 2.

2(a). Name of Person Filing: Geoffrey S. M. Hedrick

2(b). Address of Principal Business Office or, if None, Residence:

420 Lapp Road, Malvern, Pennsylvania 19355

2(c). Citizenship: United States

2(d). Title of Class of Securities: Common Stock, \$.001 par value

2(e). CUSIP Number: 45769N 10 5

Item 3. If this Statement is Filed Pursuant to Rules 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not Applicable.

ITEM 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of December 31, 2000, Geoffrey S. M. Hedrick beneficially owned 3,328,184 shares of Common Stock as a result of his direct ownership of 3,179,096 shares of Common Stock and his direct ownership of currently exercisable warrants to purchase 149,088 shares of Common Stock.

(b) Percent of class:

As of December 31, 2000, Mr. Hedrick beneficially owned 26.1% of the Common Stock.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: Mr. Hedrick has the sole power to vote or to direct the vote of the 3,328,184 shares of Common Stock beneficially owned by him.

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(ii) Shared power to vote or to direct the vote: None

(iii) Sole power to dispose or to direct the disposition of: Mr. Hedrick has the sole power to dispose or to direct the disposition of the 3,328,184 shares of Common Stock beneficially owned by him.

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(iv) Shared power to dispose or to direct the disposition of: None

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

Not Applicable.

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

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

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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.

February 9, 2001

-----  
(Date)

/s/ Geoffrey S. M. Hedrick

-----  
(Signature)

Geoffrey S. M. Hedrick

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(Name/Title)

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