AeroVironment Inc
Form 10-Q
December 04, 2008
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the quarterly period ended November 1, 2008

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ______________ to ______________

Commission File Number: 001-33261

AEROVIRONMENT, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**95-2705790** (I.R.S. Employer Identification No.)
181 W. Huntington Drive, Suite 202 **Monrovia, California** (Address of principal executive offices)	**91016** (Zip Code)

(626) 357-9983

(Registrant s telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

o Large accelerated filer	þ Accelerated filer	o Non-accelerated filer (Do not check if smaller reporting company)	o Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

As of November 19, 2008, the number of shares outstanding of the registrant s common stock, $0.0001 par value, was 21,104,222.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

AeroVironment, Inc.

Consolidated Balance Sheets

(In thousands except share data)

	November 1, 2008 (Unaudited)	April 30, 2008
Assets		
Current assets:		
Cash and cash equivalents	$ 116,646	$ 105,064
Investments		13,375
Accounts receivable, net of allowance for doubtful accounts of $300 at November 1, 2008 and $220 at April 30, 2008	29,640	29,788
Unbilled receivables and retentions	26,456	20,590
Inventories, net	19,001	15,923
Deferred income taxes	2,972	2,810
Prepaid expenses and other current assets	1,455	2,014
Total current assets	196,170	176,189
Investments	8,050	
Property and equipment, net	13,805	10,308
Deferred income taxes	2,785	2,785
Other assets	115	122
Total assets	$ 220,925	$ 202,779
Liabilities and Stockholders Equity		
Current liabilities:		
Accounts payable	$ 13,748	$ 14,080
Wages and related accruals	8,849	10,428
Income taxes payable	91	3,804
Other current liabilities	3,699	3,786
Total current liabilities	26,387	32,098
Deferred rent	1,153	941
Commitments and contingencies		
Stockholders equity:		
Preferred stock, $0.0001 par value:		
Authorized shares 10,000,000		
None issued or outstanding		
Common stock, $0.0001 par value:		
Authorized shares 100,000,000		
Issued and outstanding shares 21,102,222 at November 1, 2008 and 20,614,044 at April 30, 2008	2	2
Additional paid-in capital	105,900	96,123
Retained earnings	87,483	73,615

Total stockholders equity		193,385		169,740
Total liabilities and stockholders equity	$	220,925	$	202,779

See accompanying notes to consolidated financial statements (unaudited).

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AeroVironment, Inc.

Consolidated Statements of Income (Unaudited)

(In thousands except share and per share data)

	Three Months Ended November 1, 2008	Three Months Ended October 27, 2007	Six Months Ended November 1, 2008	Six Months Ended October 27, 2007
Revenue:				
Product sales	$ 37,259	$ 34,042	$ 62,586	$ 63,726
Contract services	28,520	19,659	56,806	39,179
	65,779	53,701	119,392	102,905
Cost of sales:				
Product sales	22,445	20,611	36,803	38,902
Contract services	18,347	14,163	37,019	28,239
	40,792	34,774	73,822	67,141
Gross margin	24,987	18,927	45,570	35,764
Selling, general and administrative	7,855	8,573	15,950	16,299
Research and development	4,896	3,802	10,156	8,102
Income from operations	12,236	6,552	19,464	11,363
Other income:				
Interest income	369	1,143	910	2,122
Income before income taxes	12,605	7,695	20,374	13,485
Provision for income taxes	3,546	2,531	6,506	4,477
Net income	$ 9,059	$ 5,164	$ 13,868	$ 9,008
Earnings per share data:				
Basic	$ 0.43	$ 0.26	$ 0.67	$ 0.47
Diluted	$ 0.41	$ 0.24	$ 0.64	$ 0.42
Weighted average shares outstanding:				
Basic	20,959,731	19,652,095	20,833,682	19,279,094
Diluted	21,869,417	21,346,349	21,808,061	21,218,731

See accompanying notes to consolidated financial statements (unaudited).

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AeroVironment, Inc.

Consolidated Statements of Cash Flows (Unaudited)

(In thousands)

	Six Months Ended November 1, 2008	Six Months Ended October 27, 2007
Operating activities		
Net income	$ 13,868	$ 9,008
Adjustments to reconcile net income to net cash and cash equivalents provided by operating activities:		
Depreciation and amortization	2,183	1,595
Provision for doubtful accounts	80	55
Deferred income taxes	(162)	(55)
Stock-based compensation	404	185
Tax benefit from exercise of stock options	8,806	9,999
Gain on sale of property and equipment	(5)	
Changes in operating assets and liabilities:		
Accounts receivable	68	(18,398)
Unbilled receivables and retentions	(5,866)	13,657
Inventories	(3,078)	1,311
Income tax receivable		(4,807)
Other assets	566	(243)
Accounts payable	(332)	(5,233)
Other liabilities	(5,167)	(5,406)
Net cash and cash equivalents provided by operating activities	11,365	1,668
Investing activities		
Acquisitions of property and equipment	(5,675)	(5,032)
Net sales (purchases) of investments	5,325	(4,075)
Net cash and cash equivalents used in investing activities	(350)	(9,107)
Financing activities		
Transfers to restricted cash		(17)
Exercise of stock options	567	819
Net cash and cash equivalents provided by financing activities	567	802
Net increase (decrease) in cash and cash equivalents	11,582	(6,637)
Cash and cash equivalents at beginning of period	105,064	20,920
Cash and cash equivalents at end of period	$ 116,646	$ 14,283

See accompanying notes to consolidated financial statements (unaudited).

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AeroVironment, Inc.

Notes to Consolidated Financial Statements (Unaudited)

1. Organization and Significant Accounting Policies

Organization

AeroVironment, Inc., a Delaware corporation (the Company), is engaged in the design, development and production of unmanned aircraft systems and efficient energy systems for various industries and governmental agencies.

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions of Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments necessary for a fair presentation with respect to the interim financial statements have been included. The results of operations for the three and six months ended November 1, 2008 are not necessarily indicative of the results for the full year ending April 30, 2009. For further information, refer to the consolidated financial statements and footnotes thereto for the year ended April 30, 2008, included in AeroVironment, Inc. s Annual Report on Form 10-K.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions, including estimates of anticipated contract costs and revenue utilized in the revenue recognition process, that affect the reported amounts in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. Certain prior year amounts have been reclassified to conform to the current year presentation.

The Company s consolidated financial statements include the assets, liabilities and operating results of wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated.

Segments

The Company s products are sold and divided among two reportable segments, as defined by Statement of Financial Accounting Standards (SFAS) No. 131, *Disclosures about Segments of an Enterprise and Related Information* (SFAS No. 131), to reflect the Company s strategic goals. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources and in assessing performance. The Company s CODM is the Chief Executive Officer, who reviews the revenue and gross margin results for each of these segments in order to make resource allocation decisions, including the focus of research and development, or R&D, activities, and assessing performance. The Company s reportable segments are business units that offer different products and services and are managed separately.

Effective May 1, 2008, the Company consolidated the operations of two of its business segments to reflect the change in the management and organizational structure that occurred on May 1, 2008. The change in the management and organizational structure was made to take advantage of operational synergies and optimize management time by focusing on two as opposed to three business segments. PosiCharge Systems and Energy Technology Center were consolidated into one segment named Efficient Energy Systems. As required by SFAS No. 131, the Company has restated its historical segment information for the three and six months ended October 27, 2007, to be consistent with the current reportable segment structure. The consolidation of the two segments had no effect on the Company s financial position, results of operations or cash flows for the periods presented.

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Notes to Consolidated Financial Statements (Unaudited)

Government Contracts

Payments to the Company on government cost reimbursable contracts are based on provisional, or estimated indirect rates, which are subject to an annual audit by the Defense Contract Audit Agency (DCAA). The cost audits result in the negotiation and determination of the final indirect cost rates that the Company may use for the period(s) audited. The final rates, if different from the provisional rates, may create an additional receivable or liability for the Company.

For example, during the course of its audits, the DCAA may question the Company s incurred project costs, and if the DCAA believes the Company has accounted for such costs in a manner inconsistent with the requirements under Federal Acquisition Regulations, the DCAA auditor may recommend to the Company s administrative contracting officer to disallow such costs. The Company can provide no assurance that the DCAA or other government audits will not result in material disallowances for incurred costs in the future.

Earnings Per Share

Basic earnings per share is computed using the weighted-average number of common shares outstanding. The dilutive effect of potential common shares outstanding is included in diluted earnings per share and excludes any anti-dilutive effects of options.

The reconciliation of diluted to basic shares is as follows:

	Three Months Ended		**Six Months Ended**	
	November 1, 2008	**October 27, 2007**	**November 1, 2008**	**October 27, 2007**
Denominator for basic earnings per share:				
Weighted average common shares outstanding	20,959,731	19,652,095	20,833,682	19,279,094
Dilutive effect of employee stock options and restricted stock	909,686	1,694,254	974,379	1,939,637
Denominator for diluted earnings per share	21,869,417	21,346,349	21,808,061	21,218,731

During the three and six months ended November 1, 2008 and October 27, 2007 certain options were not included in the computation of diluted earnings per share because their inclusion would have been anti-dilutive. The number of options which met this anti-dilutive criterion was approximately 16,000 and 21,000 for the three and six months ended November 1, 2008, respectively. The number of options which met this anti-dilutive criterion was approximately 108,000 and 77,000 for the three and six months ended October 27, 2007, respectively.

Recently Issued Accounting Standards

In September 2006, the Financial Accounting Standards Board (FASB) issued SFAS No. 157, *Fair Value Measurements* (SFAS No. 157). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, which is the year beginning May1, 2008 for the Company. In February 2008, the FASB issued FASB Staff Position Financial Accounting Standard 157-2, *Effective Date of FASB Statement No. 157* (FSP FAS 157-2), which permits a one-year deferral of the application of SFAS No. 157 for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The Company adopted SFAS No. 157 for financial assets and liabilities effective May 1, 2008. The adoption of SFAS No. 157 did not have a material effect on the Company s financial position, results of operations or cash flows. The Company will apply the principles of SFAS No. 157 for non-financial assets and non-financial liabilities on May 1, 2009 and does not expect the provisions to have a material effect on its financial position, results of operations or cash flows.

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Notes to Consolidated Financial Statements (Unaudited)

In December 2007, the FASB issued SFAS No. 141R (revised 2007), *Business Combinations* (SFAS No. 141R), which is a revision of SFAS No. 141, *Business Combinations*. In accordance with the new standard, upon initially obtaining control, the acquiring entity in a business combination must recognize 100% of the fair values of the acquired assets, including goodwill, and assumed liabilities, with only limited exceptions even if the acquirer has not acquired 100% of its target. As a consequence, the current step acquisition model will be eliminated. Also, contingent consideration arrangements will be fair valued at the acquisition date and included on that basis in the purchase price consideration. In addition, all transaction costs will be expensed as incurred. SFAS No. 141R is effective as of the beginning of an entity s first fiscal year beginning after December 15, 2008 which is the year beginning May 1, 2009 for the Company. Adoption is prospective and early adoption is not permitted. The Company is currently evaluating the impact that the adoption of SFAS No. 141R will have on its financial statements and notes thereto.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements An Amendment of ARB No. 51* (SFAS No. 160). SFAS No. 160 establishes new accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS No. 160 is effective for fiscal years beginning on or after December 15, 2008, which is the year beginning May 1, 2009 for the Company. The adoption of SFAS No. 160 is not expected to have a material impact on the Company s financial position, results of operations, or cash flows.

2. Accounts Receivable

As of November 1, 2008, the Company had a trade receivable from an automotive manufacturing industry customer of approximately $2,900,000. Subsequent to the balance sheet date, the customer has stated in Securities and Exchange Commission (SEC) filings that it may not have the minimum required liquidity to operate its business through its first two quarters of 2009. As of November 1, 2008, the Company had not reserved any portion of this receivable pursuant to the guidelines of SFAS No. 5, *Accounting for Contingencies*.

3. Inventories, net

Inventories consist of the following (in thousands):

	November 1, 2008	April 30, 2008
Raw materials	$ 7,983	$ 6,855
Work in process	6,929	4,958
Finished goods	5,508	5,651
Inventories, gross	20,420	17,464
Reserve for inventory obsolescence	(1,419)	(1,541)
Inventories, net	$ 19,001	$ 15,923

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Notes to Consolidated Financial Statements (Unaudited)

4. Investments

The Company s investments are accounted for under SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities* as available-for-sale and reported at fair value, which approximates cost.

As of November 1, 2008, the Company s investments consisted entirely of investment grade auction rate municipal notes and bonds with maturities that could range from 10 to 26 years. These investments have characteristics similar to short-term investments, because at pre-determined intervals, generally ranging from 30 to 35 days, there is a new auction process at which the interest rates for these securities are reset to current interest rates. At the end of such period, the Company chooses to roll-over its holdings or redeem the investments for cash. A market maker facilitates the redemption of the securities and the underlying issuers are not required to redeem the investment within 365 days.

Due to the frequent nature of the reset feature, the investment s market price approximates its fair value; there are no realized or unrealized gains or losses associated with these investments. Interest earned from investments is recorded in interest income.

Management determines the appropriate classification of securities at the time of purchase and re-evaluates such designation as of each balance sheet date.

During the fourth quarter of the fiscal year ended April 30, 2008, the Company began experiencing failed auctions on some of its auction rate securities. A failed auction occurs when a buyer for the securities cannot be obtained and the market maker does not buy the security for its own account. The Company continues to earn interest on the investments that failed to settle at auction, at the maximum contractual rate until the next auction occurs. In the event the Company needs to access funds invested in these auction rate securities, the Company may not be able to liquidate these securities at the fair value recorded on November 1, 2008 until a future auction of these securities is successful or a buyer is found outside of the auction process.

As a result of the failed auctions, the fair values of these securities are estimated utilizing a discounted cash flow analysis as of November 1, 2008. The analysis considers, among other items, the collateralization underlying the security investments, the creditworthiness of the counterparty, the timing of expected future cash flows, and the expectation of the next time the security is expected to have a successful auction. The fair value calculated by the Company approximated the recorded value of the securities, therefore there was no impairment of the securities as of November 1, 2008.

Based on the Company s ability to access its cash and cash equivalents, expected operating cash flows, and other sources of cash, the Company does not anticipate the current lack of liquidity on these investments will affect its ability to operate the business in the ordinary course. The Company believes the current lack of liquidity of these investments is temporary and expects that the securities will be redeemed or refinanced at some point in the future. In prior periods, the Company classified its auction rate securities as current assets. However, due to current financial market conditions, these investments have been reclassified as long-term investments as of November 1, 2008. The Company will continue to monitor the value of its auction rate securities at each reporting period for a possible impairment if a decline in fair value occurs.

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Notes to Consolidated Financial Statements (Unaudited)

5. Fair Value Measurements

As discussed in Note 1, the Company adopted SFAS No. 157, subject to the deferral provisions of FSP FAS 157-2, on May 1, 2008. This standard defines fair value, establishes a framework for measuring fair value and expands disclosure requirements about fair value measurements. SFAS No. 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value hierarchy prescribed by SFAS No. 157 contains three levels as follows:

- Level 1 Inputs to the valuation based upon quoted prices (unadjusted) for identical assets or liabilities in active markets that are accessible as of the measurement date.
- Level 2 Inputs to the valuation include quoted prices in either markets that are not active, or in active markets for similar assets or liabilities, inputs other than quoted prices that are observable, and inputs that are derived principally from or corroborated by observable market data.
- Level 3 Inputs to the valuation that are unobservable inputs for the asset or liability.

The Company s financial assets measured at fair value on a recurring basis subject to the disclosure requirements of SFAS No. 157 at November 1, 2008, were as follows (in thousands):

	Fair Value Measurement Using			
Description	**Quoted prices in active markets for identical assets (Level 1)**	**Significant other observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**	**Total**
Cash and cash equivalents	$ 116,646	$	$	$ 116,646
Auction rate securities			8,050	8,050
Total	$ 116,646	$	$ 8,050	$ 124,696

Due to the auction failures of the Company s auction rate securities that began in the fourth quarter of fiscal 2008, there are still no quoted prices in active markets for identical assets as of November 1, 2008. Therefore, the Company has classified its auction rate securities as level 3 financial assets. The following table provides a reconciliation between the beginning and ending balances of items measured at fair value on a recurring basis in the table above that used significant unobservable inputs (Level 3) (in thousands):

	Fair Value Measurements Using Significant Unobservable Inputs

Description		(Level 3) Auction Rate Securities
Balance at May 1, 2008	$	13,375
Transfers to Level 3		
Total gains or (losses) (realized or unrealized)		
Included in earnings		
Included in other comprehensive income		
Purchases, issuances and settlements (net)		(5,325)
Balance at November 1, 2008	$	8,050
The amount of total gains or (losses) for the period included in earnings (or change in net assets) attributable to the change in unrealized gains or losses relating to assets still held at November 1, 2008	$	

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Notes to Consolidated Financial Statements (Unaudited)

6. Warranty Reserves

The warranty reserve is included in other current liabilities. The related expense is included in cost of sales. Warranty reserve activity is summarized as follows for the three and six months ended November 1, 2008 and October 27, 2007 (in thousands):

	Three Months Ended		Six Months Ended	
	November 1, 2008	October 27, 2007	November 1, 2008	October 27, 2007
Beginning balance	$ 283	$ 243	$ 344	$ 263
Warranty expense	291	262	477	470
Warranty costs incurred	(175)	(123)	(422)	(351)
Ending balance	$ 399	$ 382	$ 399	$ 382

7. Bank Borrowings

As of April 30, 2008, the Company had a working capital line of credit with a bank with a borrowing limit of $25,000,000. Borrowings bore interest at the bank s prime commercial lending rate minus 0.25%, which was 5.00% as of April 30, 2008. The line of credit was secured by substantially all of the Company s assets. Interest on amounts outstanding under the line of credit was due monthly. All principal plus accrued but unpaid interest on the line of credit would have been due August 31, 2009. The Company had no outstanding balance on the line of credit as of April 30, 2008. Effective June 23, 2008, the Company cancelled the line of credit with the bank to avoid unused commitment fees.

8. Stock-Based Compensation

For the three and six months ended November 1, 2008 the Company recorded stock-based compensation of approximately $243,000 and $404,000, respectively. For the three and six months ended October 27, 2007, the Company recorded stock-based compensation of approximately $117,000 and $185,000, respectively.

The fair value of stock options granted was estimated at the grant date using the Black-Scholes option pricing model with the following weighted average assumptions for the three and six months ended November 1, 2008 and October 27, 2007:

	Three Months Ended	Six Months Ended

	November 1, 2008	October 27, 2007	November 1, 2008	October 27, 2007
Expected term (in years)		6.5	6.5	6.5
Expected volatility		21.25%	18.43%	19.74%
Risk-free interest rate		4.32%	3.58%	5.01%
Expected dividend				
Weighted average fair value at grant date	$	$ 6.45	$ 9.33	$ 7.72

There were no options granted during the three months ended November 1, 2008.

The expected term of stock options represents the weighted average period the Company expects the stock options to remain outstanding, using a midpoint model based on the Company s historical exercise and post-vesting cancellation experience and the remaining contractual life of its outstanding options.

The expected volatility is based on peer group volatility in the absence of historical market data for the Company s stock, as permitted under SFAS No. 123(R), *Share Based Payment*. The peer group volatility was derived based on historical volatility of a comparable peer group index consisting of companies operating in a similar industry.

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AeroVironment, Inc.

Notes to Consolidated Financial Statements (Unaudited)

The risk free interest rate is based on the implied yield on a U.S. Treasury zero-coupon bond with a remaining term that approximates the expected term of the option.

The expected dividend yield of zero reflects that the Company has not paid any cash dividends since inception and does not anticipate paying cash dividends in the foreseeable future.

Information related to the Company s stock option plans at November 1, 2008 and for the three and six months then ended is as follows:

	2006 Plan		2002 Plan		1992 Plan	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding at April 30, 2008	379,310	$ 21.86	1,077,477	$ 2.20	626,895	$ 0.49
Options granted	55,000	32.19				
Options exercised	(3,000)	20.75	(214,796)	0.79	(48,416)	0.52
Options canceled	(10,000)	24.09	(11,965)	6.20		
Outstanding at August 2, 2008	421,310	$ 23.17	850,716	$ 2.50	578,479	$ 0.49
Options granted						
Options exercised	(4,900)	20.36	(111,202)	1.64	(62,864)	0.47
Options canceled	(12,000)	20.75	(1,408)	0.78		
Outstanding at November 1, 2008	404,410	$ 23.27	738,106	$ 2.63	515,615	$ 0.49
Options exercisable at November 1, 2008	48,762	$ 21.37	467,493	$ 1.88	515,615	$ 0.49

Information related to the Company s restricted stock awards at November 1, 2008 and for the three and six months then ended is as follows:

	2006 Plan	
	Shares	Weighted Average Grant Date Fair Value
Unvested stock at April 30, 2008		$
Stock granted	44,000	32.52
Stock vested		
Stock canceled		

Unvested stock at August 2, 2008	44,000	$	32.52
Stock granted			
Stock vested			
Stock canceled	(1,000)		32.52
Unvested stock at November 1, 2008	43,000	$	32.52

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AeroVironment, Inc.

Notes to Consolidated Financial Statements (Unaudited)

9. Customer Funded Research & Development

Customer-funded R&D costs are incurred pursuant to contracts (revenue arrangements) to perform R&D activities according to customer specifications. These costs are direct contract costs and are expensed to cost of sales when the corresponding revenue is recognized, which is generally as the R&D services are performed. Revenue from customer-funded R&D was approximately $16,061,000 and $29,072,000 for the three and six months ended November 1, 2008, respectively. Revenue from customer-funded R&D was approximately $5,817,000 and $10,103,000 for the three and six months ended October 27, 2007, respectively.

10. Segment Data

The Company s product segments are as follows:

- Unmanned Aircraft Systems (UAS) The UAS segment consists primarily of the design, development and manufacture of unmanned aircraft systems solutions.

- Efficient Energy Systems (EES) The EES segment consists primarily of the design, development and manufacture of system solutions for the clean transportation and clean energy markets.

As discussed in Note 1, effective May 1, 2008, the Company consolidated the operations of two of its business segments to reflect the current management and organizational structure that occurred on May 1, 2008. The change in the management and organizational structure was made to take advantage of operational synergies and optimize management time by focusing on two as opposed to three business segments. PosiCharge Systems and Energy Technology Center were consolidated into one segment named Efficient Energy Systems. As required by SFAS No. 131, the Company has restated its historical segment information for the three and six months ended October 27, 2007, to be consistent with the current reportable segment structure. The consolidation of the two segments had no effect on the Company s financial position, results of operations or cash flows for the periods presented.

The accounting policies of the segments are the same as those described in Note 1, Organization and Significant Accounting Policies. The operating segments do not make sales to each other. Depreciation and amortization related to the manufacturing of goods is included in gross margin for the segments. The Company does not discretely allocate assets to its operating segments, nor does the CODM evaluate operating segments using discrete asset information. Consequently, the Company operates its financial systems as a single segment for accounting and control purposes, maintains a single indirect rate structure across all segments, has no inter-segment sales or corporate elimination transactions, and maintains only limited financial statement information by segment.

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AeroVironment, Inc.

Notes to Consolidated Financial Statements (Unaudited)

The segment results are as follows (in thousands):

	Three Months Ended		Six Months Ended	
	November 1, 2008	**October 27, 2007 (Restated)**	**November 1, 2008**	**October 27, 2007 (Restated)**
Revenue:				
UAS	$ 56,456	$ 46,604	$ 102,532	$ 88,477
EES	9,323	7,097	16,860	14,428
Total	65,779	53,701	119,392	102,905
Gross margin:				
UAS	19,946	16,910	36,589	31,001
EES	5,041	2,017	8,981	4,763
Total	24,987	18,927	45,570	35,764
Selling, general and administrative	7,855	8,573	15,950	16,299
Research and development	4,896	3,802	10,156	8,102
Income from operations	12,236	6,552	19,464	11,363
Interest income	369	1,143	910	2,122
Income before income taxes	$ 12,605	$ 7,695	$ 20,374	$ 13,485

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This section and other parts of this Quarterly Report on Form 10-Q contain forward-looking statements that involve risks and uncertainties. In some cases, forward-looking statements can be identified by words such as anticipates, believes, could, estimates, expects, intends, may, potential, predicts, projects, should, will, would or similar expressions. Such forward-looking statements are based on current expectation estimates and projections about our industry, our management s beliefs and assumptions made by our management. Forward-looking statements are not guarantees of future performance and our actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part II, Item 1A, Risk Factors.

Unless required by law, we expressly disclaim any obligation to update publicly any forward-looking statements, whether as result of new information, future events or otherwise.

Critical Accounting Policies and Estimates

Management s Discussion and Analysis of Financial Condition and Results of Operations discusses our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. When we prepare these consolidated financial statements, we are required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Some of our accounting policies require that we make subjective judgments, including estimates that involve matters that are inherently uncertain. Our most critical estimates include those related to revenue recognition, inventories and reserves for excess and obsolescence, self-insured liabilities, accounting for stock-based awards, and income taxes. We base our estimates and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for our judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Our actual results may differ from these estimates under different assumptions or conditions.

There have been no material changes made to the critical accounting estimates during the periods presented in the consolidated financial statements from those disclosed in the Form 10-K for the fiscal year ended April 30, 2008.

Fiscal Periods

Due to our fixed year end date of April 30, our first and fourth quarters each consist of approximately 13 weeks. The second and third quarters each consist of exactly 13 weeks. Our first three quarters end on a Saturday. Our 2009 fiscal year ends on April 30, 2009 and our fiscal quarters end on August 2, 2008, November 1, 2008 and January 31, 2009.

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Results of Operations

Our operating segments are Unmanned Aircraft Systems, or UAS, and Efficient Energy Systems, or EES. The accounting policies for each of these segments are the same. In addition, a significant portion of our research and development, or R&D, selling, general and administrative, or SG&A, and general overhead resources are shared across our segments.

The following table sets forth our revenue and gross margin generated by each operating segment for the periods indicated (in thousands):

Three Months Ended November 1, 2008 Compared to Three Months Ended October 27, 2007

	Three Months Ended	
	November 1, 2008	October 27, 2007 (Restated)
Revenue:		
UAS	$ 56,456	$ 46,604
EES	9,323	7,097
Total	65,779	53,701
Gross margin:		
UAS	19,946	16,910
EES	5,041	2,017
Total	24,987	18,927
Selling, general and administrative	7,855	8,573
Research and development	4,896	3,802
Income from operations	12,236	6,552
Interest income	369	1,143
Income before income taxes	$ 12,605	$ 7,695

Revenue. Revenue for the three months ended November 1, 2008 was $65.8 million, as compared to $53.7 million for the three months ended October 27, 2007, representing an increase of $12.1 million, or 22%. UAS revenue increased $9.9 million, or 21%, to $56.5 million for the three months ended November 1, 2008, primarily due to increased UAS customer-funded research and development work and product deliveries partially offset by lower service revenue. The increase in UAS customer-funded research and development revenue was primarily due to increased activity on the Global Observer program. EES revenue increased by $2.2 million, or 31%, to $9.3 million for the three months ended November 1, 2008. The increase in EES revenue was primarily due to increased deliveries of Electric Vehicle (EV) test systems.

Cost of Sales. Cost of sales for the three months ended November 1, 2008 was $40.8 million, as compared to $34.8 million for the three months ended October 27, 2007, representing an increase of $6.0 million, or 17%. The increase in cost of sales was caused primarily by higher UAS cost of sales of $6.8 million partially offset by lower EES cost of sales of $0.8 million.

Gross Margin. Gross margin for the three months ended November 1, 2008 was $25.0 million, as compared to $18.9 million for the three months ended October 27, 2007, representing an increase of $6.1 million, or 32%. UAS gross margin increased $3.1 million, or 18%, to $19.9 million for the three months ended November 1, 2008. As a percentage of revenue, gross margin for UAS decreased from 36% to 35%. EES gross margin increased $3.0 million, or 150%, to $5.0 million for the three months ended November 1, 2008. As a percentage of revenue, EES gross margin increased from 28% to 54%, primarily due to operating improvements and product mix.

Selling, General and Administrative. SG&A expense for the three months ended November 1, 2008 was $7.9 million, or 12% of revenue, compared to SG&A expense of $8.6 million, or 16% of revenue, for the three months ended October 27, 2007. SG&A expense decreased $0.7 million primarily due to lower bid and proposal costs.

Research and Development. R&D expense for the three months ended November 1, 2008 was $4.9 million, or 7% of revenue, which was higher than R&D expense of $3.8 million, or 7% of revenue for the three months ended October 27, 2007. R&D expense increased $1.1 million largely due to increased investment in various development initiatives for UAS.

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Income Tax Expense. Our effective income tax rate was 28.1% for the three months ended November 1, 2008, as compared to 32.9% for the three months ended October 27, 2007. This decrease was caused primarily by the renewal of the federal research and development tax credit, which expired in December 2007. The renewal of the research and development tax credit allowed us to recapture the unused portion of the credit from January 1, 2008 through April 30, 2008.

Six Months Ended November 1, 2008 Compared to Six Months Ended October 27, 2007

	Six Months Ended			
	November 1, 2008		October 27, 2007 (Restated)	
Revenue:				
UAS	$	102,532	$	88,477
EES		16,860		14,428
Total		119,392		102,905
Gross margin:				
UAS		36,589		31,001
EES		8,981		4,763
Total		45,570		35,764
Selling, general and administrative		15,950		16,299
Research and development		10,156		8,102
Income from operations		19,464		11,363
Interest income		910		2,122
Income before income taxes	$	20,374	$	13,485

Revenue. Revenue for the six months ended November 1, 2008 was $119.4 million, as compared to $102.9 million for the six months ended October 27, 2007, representing an increase of $16.5 million, or 16%. UAS revenue increased $14.1 million, or 16%, to $102.5 million for the six months ended November 1, 2008, primarily due to increased UAS customer-funded research and development work partially offset by lower product deliveries and service revenue. The increase in UAS customer-funded research and development revenue was primarily due to increased activity on the Global Observer program. EES revenue increased by $2.4 million, or 17%, to $16.9 million for the six months ended November 1, 2008. The increase in EES revenue was primarily due to increased deliveries of EV test systems.

Cost of Sales. Cost of sales for the six months ended November 1, 2008 was $73.8 million, as compared to $67.1 million for the six months ended October 27, 2007, representing an increase of $6.7 million, or 10%. The increase in cost of sales was caused primarily by higher UAS cost of sales of $8.5 million partially offset by lower EES cost of sales of $1.8 million.

Gross Margin. Gross margin for the six months ended November 1, 2008 was $45.6 million, as compared to $35.8 million for the six months ended October 27, 2007, representing an increase of $9.8 million, or 27%. UAS gross margin increased $5.6 million, or 18%, to $36.6 million for the six months ended November 1, 2008. As a percentage of revenue, gross margin for UAS increased from 35% to 36%. EES gross margin increased $4.2 million, or 89% to $9.0 million for the six months ended November 1, 2008. As a percentage of revenue, EES gross margin increased from 33% to 53%, primarily due to operating improvements and product mix.

***Selling, General and Administrative*.** SG&A expense for the six months ended November 1, 2008 was $15.9 million, or 13% of revenue, compared to SG&A expense of $16.3 million, or 16% of revenue, for the six months ended October 27, 2007. SG&A expense decreased $0.4 million primarily due to lower bid and proposal costs.

Research and Development. R&D expense for the six months ended November 1, 2008 was $10.2 million, or 9% of revenue, which was higher than R&D expense of $8.1 million, or 8% of revenue, for the six months ended October 27, 2007. R&D expense increased $2.1 million largely due to increased investment in various development initiatives for UAS.

Income Tax Expense. Our effective income tax rate was 31.9% for the six months ended November 1, 2008, as compared to 33.2% for the six months ended October 27, 2007.

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Backlog. We define funded backlog as unfilled firm orders for products and services for which funding currently is appropriated to us under the contract by the customer. As of November 1, 2008 and April 30, 2008, our funded backlog was approximately $86.6 million and $82.0 million, respectively.

In addition to our funded backlog, we also had unfunded backlog of $580.5 million and $384.3 million as of November 1, 2008 and April 30, 2008, respectively. We define unfunded backlog as the total remaining potential order amounts under cost reimbursable and fixed price contracts with multiple one-year options, and indefinite delivery indefinite quantity, or IDIQ contracts. Unfunded backlog does not obligate the U.S. government to purchase goods or services. There can be no assurance that unfunded backlog will result in any orders in any particular period, if at all. Unfunded backlog does not include the value of options to purchase additional aircraft included in our Global Observer contract. Management believes that unfunded backlog does not provide a reliable measure of future estimated revenue under our contracts.

Because of possible future changes in delivery schedules and/or cancellations of orders, backlog at any particular date is not necessarily representative of actual sales to be expected for any succeeding period, and actual sales for the year may not meet or exceed the backlog represented. Our backlog is typically subject to large variations from quarter to quarter as existing contracts expire, or are renewed, or new contracts are awarded. A majority of our contracts, specifically our IDIQ contracts, do not currently obligate the U.S. government to purchase any goods or services. Additionally, all U.S. government contracts included in backlog, whether or not funded, may be terminated at the convenience of the U.S. government.

Liquidity and Capital Resources

We currently have no material cash commitments, except for normal recurring trade payables, accrued expenses and ongoing research and development costs, all of which we anticipate funding through our existing working capital and funds provided by operating activities. The majority of our purchase obligations are pursuant to funded contractual arrangements with our customers. In addition, we do not currently anticipate significant investment in property, plant and equipment, and we believe that our existing cash, cash equivalents, cash provided by operating activities and other financing sources will be sufficient to meet our anticipated working capital, capital expenditure and debt service requirements, if any, during the next twelve months. There can be no assurance, however, that our business will continue to generate cash flow at current levels. If we are unable to generate sufficient cash flow from operations, then we may be required to sell assets, reduce capital expenditures or obtain additional financing.

Our primary liquidity needs are for financing working capital, investing in capital expenditures, supporting product development efforts, introducing new products and enhancing existing products, and marketing acceptance and adoption of our products and services. Our future capital requirements, to a certain extent, are also subject to general conditions in or affecting the defense industry and are subject to general economic, political, financial, competitive, legislative and regulatory factors that are beyond our control. Moreover, to the extent that existing cash, cash equivalents, cash from operations, and cash from short-term borrowing are insufficient to fund our future activities, we may need to raise additional funds through public or private equity or debt financing. To the extent we require additional funding, we cannot be certain that such funding will be available to us on acceptable terms, or at all. Although we are currently not a party to any agreement or letter of intent with respect to potential investment in, or acquisitions of, businesses, services or technologies, we may enter into these types of arrangements in the future, which could also require us to seek additional equity or debt financing.

As a result of recent volatility in the capital markets, the cost and availability of credit has been and may continue to be adversely affected by illiquid credit markets and wider credit spreads. Concern about the stability of the markets generally and the strength of counterparties specifically has led many lenders and institutional investors to reduce, and in some cases, cease to provide funding to borrowers. Continued turbulence in the U.S. and international markets and economies may adversely affect our ability to obtain financing on terms acceptable to us, or at all. If these market conditions continue, they may limit our ability to access the capital markets to meet liquidity needs. In addition, we maintain significant amounts of cash and cash equivalents at one or more financial institutions that are in excess of federally insured limits. Given the current instability of financial institutions, we cannot be assured that we will not experience losses on these deposits.

Our working capital requirements vary by contract type. On cost-plus-fee programs, we typically bill our incurred costs and fees monthly as work progresses, and therefore working capital investment is minimal. On fixed-price contracts, we typically are paid as we deliver products, and working capital is needed to fund labor and expenses incurred during the lead time from contract award until contract deliveries begin.

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Cash Flows

The following table provides our cash flow data for the six months ended November 1, 2008 and October 27, 2007 (in thousands):

	Six Months Ended	
	November 1, 2008	**October 27, 2007**
	(Unaudited)	
Net cash provided by operating activities	$ 11,365	$ 1,668
Net cash used in investing activities	$ (350)	$ (9,107)
Net cash provided by financing activities	$ 567	$ 802

Cash Provided by Operating Activities. Net cash provided by operating activities for the six months ended November 1, 2008 increased by $9.7 million to $11.4 million, compared to net cash provided by operating activities of $1.7 million for the six months ended October 27, 2007. This increase in net cash provided by operating activities was primarily due to higher income of $4.9 million and lower working capital needs of $5.3 million, partially offset by lower tax benefits from stock option exercises of $1.2 million.

Cash Used in Investing Activities. Net cash used in investing activities decreased by $8.8 million to $0.3 million for the six months ended November 1, 2008, compared to net cash used in investing activities of $9.1 million for the six months ended October 27, 2007. The decrease in net cash used in investing activities was primarily due to higher net redemption of tax exempt municipal auction rate securities of $9.4 million partially offset higher capital expenditures of $0.6 million.

Cash Provided by Financing Activities. Net cash provided by financing activities decreased by $0.2 million to $0.6 million for the six months ended November 1, 2008, compared to $0.8 million for the six months ended October 27, 2007. During the six months ended November 1, 2008, we received proceeds from stock option exercises of $0.6 million.

Off-Balance Sheet Arrangements

During the second quarter, there were no material changes in our off balance sheet arrangements or contractual obligations and commercial commitments from those disclosed in the Form 10-K for the fiscal year ended April 30, 2008.

Inflation

Our operations have not been, and we do not expect them to be, materially affected by inflation. Historically, we have been successful in adjusting prices to our customers to reflect changes in our material and labor costs.

New Accounting Standards

See Note 1 to our unaudited consolidated financial statements included elsewhere in this quarterly report for disclosure on new accounting pronouncements.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the ordinary course of business, we are exposed to various market risk factors, including fluctuations in interest rates, changes in general economic conditions, domestic and foreign competition, and foreign currency exchange rates. Please refer to Item 7A Quantitative and Qualitative Disclosures About Market Risk, contained in our Annual Report on Form 10-K for the fiscal year ended April 30, 2008, for further discussion on quantitative and qualitative disclosures about market risk.

Interest Rate Risk

It is our policy not to enter into interest rate derivative financial instruments. We do not currently have any significant interest rate exposure.

Foreign Currency Exchange Rate Risk

Since a significant part of our sales and expenses are denominated in U.S. dollars, we have not experienced significant foreign exchange gains or losses to date, and do not expect to incur significant foreign exchange gains or losses in the future. We occasionally engage in forward contracts in foreign currencies to limit our exposure on non-U.S. dollar transactions.

ITEM 4. CONTROLS AND PROCEDURES

Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure.

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) under the Exchange Act, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures.

Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective and were operating at a reasonable assurance level.

Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting or in other factors identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during the quarter ended November 1, 2008, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not currently a party to any material legal proceedings. We are, however, subject to lawsuits from time to time in the ordinary course of business.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors disclosed under Part I, Item 1A, Risk Factors in our Annual Report on Form 10-K for the fiscal year ended April 30, 2008, other than with respect to the risk factor set forth below in this Item 1A entitled Our investment portfolio includes investments in auction rate securities. Failures in the auctions for these securities affect our liquidity, while deterioration in credit ratings of issuers of such securities and/or third parties insuring such investments may require us to adjust the carrying value of our investment through an impairment of earnings, which has been revised to reflect our current holdings of auction rate securities, and the new risk factor set forth below in this Item 1A entitled We face a number of risks related to the recent financial crisis and severe tightening in the global credit markets. Please refer to that section of our Annual Report on Form 10-K for disclosures regarding the risks and uncertainties related to our business.

Our investment portfolio includes investments in auction rate securities. Failures in the auctions for these securities affect our liquidity, while deterioration in credit ratings of issuers of such securities and/or third parties insuring such investments may require us to adjust the carrying value of our investment through an impairment of earnings.

As of November 1, 2008, our $8.0 million of investments consisted entirely of auction rate municipal bonds with maturities that range from approximately 10 to 26 years. These investments have characteristics similar to short-term investments, because at pre-determined intervals, generally ranging from 30 to 35 days, there is a new auction process at which the interest rates for these securities are reset to current interest rates. At the end of such period, we choose to roll-over our holdings or redeem the investments for cash. A market maker facilitates the redemption of the securities and the underlying issuers are not required to redeem the investment within 365 days.

In 2008, we experienced several failed auctions of our auction rate securities and there is no assurance that auctions on the remaining auction rate securities in our investment portfolio will succeed in the future. As a result, our ability to liquidate our investments in the near term may be limited, and our ability to recover the carrying value of our investments may be limited. An auction failure means that the parties wishing to sell securities were not able to do so. As of November 19, 2008, including the securities involved in failed auctions, we held approximately $8.0 million of these auction rate securities, all of which carry investment grade ratings. If the issuers of these securities are unable to successfully close future auctions or their credit ratings deteriorate, we may in the future be required to record an impairment charge on these investments. We currently believe these securities are not significantly impaired, primarily due to the government backing of the underlying securities. However, it could take until the final maturity of the underlying notes (up to 26 years) to realize our investments recorded value. Based on our ability to access our cash and cash equivalents, expected operating cash flows, and our other sources of cash, we do not anticipate that the current lack of liquidity on these investments will affect our ability to continue to operate our business in the ordinary course, however we can provide no assurance as to when these investments will again become liquid or as to whether we may ultimately have to recognize an impairment charge with respect to these investments.

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We face a number of risks related to the recent financial crisis and severe tightening in the global credit markets.

The ongoing global financial crisis affecting the banking system and financial markets has resulted in a severe tightening in credit markets, a low level of liquidity in many financial markets, and extreme volatility in credit and equity markets. This financial crisis could impact our business in a number of ways, including:

Potential Deferment of Purchases and Orders by Customers: Uncertainty about current and future global economic conditions may cause governments, including the U.S. government, which is our largest customer, consumers and businesses to modify, defer or cancel purchases in response to tighter credit, decreased cash availability and declining consumer confidence. Accordingly, future demand for our products could differ materially from our current expectations. Additionally, if customers are not successful in generating sufficient revenue or are precluded from securing financing, they may not be able to pay, or may delay payment of, accounts receivable that are owed to us. Any inability of current and/or potential customers to pay us for our products may adversely affect our earnings and cash flow.

Negative Impact from Increased Financial Pressures on Key Suppliers: Our ability to meet customers demands depends, in part, on our ability to obtain timely and adequate delivery of quality materials, parts and components from our suppliers. Certain of our hardware components and various subsystems are available only from a limited group of suppliers. If certain key suppliers were to become capacity constrained or insolvent as a result of the financial crisis, then we may have to find new suppliers. We may experience significant delays in manufacturing and shipping our products to customers and incur additional development, manufacturing and other costs to establish alternative sources of supply if we lose any of these sources or are required to redesign our products. We cannot predict if we will be able to obtain replacement components within the time frames that we require at an affordable cost, if at all. In addition, credit constraints of key suppliers could result in accelerated payment of accounts payable by us, impacting our cash flow.

Customers Inability to Obtain Financing to Make Purchases from us and/or Maintain Their Business: Some of our customers may require substantial financing in order to fund their operations and make purchases from us. The inability of these customers to obtain sufficient credit to finance purchases of our products, or otherwise meet their payment obligations to us could adversely impact our financial condition and results of operations. In addition, if the financial crisis results in insolvencies for our customers, it could adversely impact our financial condition and results of operations.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

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ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On September 25, 2008, we held our 2008 annual meeting of stockholders. As of the date of the meeting, there were 20,880,255 shares of common stock entitled to vote. There were 19,380,940 shares (92.8% of the shares entitled to vote) represented at the meeting in person or by proxy. Immediately prior to and following the meeting, our board of directors consisted of Joseph F. Alibrandi, Kenneth R. Baker, Timothy E. Conver, Arnold L. Fishman, Murray Gell-Mann and Charles R. Holland. The following summarizes vote results for those matters submitted to our stockholders for action at the annual meeting:

1. Proposal No. 1 To elect Joseph F. Alibrandi, who currently services as director and was previously appointed by our board of directors, as a Class II director for a three year term:

Director	**For**	**Withheld**
Joseph F. Alibrandi	19,203,082	177,858

2. Proposal No. 2 To ratify the selection of the accounting firm of Ernst & Young LLP to service as our independent registered public accounting firm for the fiscal year ending April 30, 2009.

For	**Against**	**Abstain**
19,089,435	273,678	17,827

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 4, 2008		AEROVIRONMENT, INC.
	By:	/s/ Timothy E. Conver Timothy E. Conver Chairman, Chief Executive Officer and President (Principal Executive Officer)
		/s/ Stephen C. Wright Stephen C. Wright Chief Financial Officer (Principal Financial and Accounting Officer)