

Edgar Filing: AETHER SYSTEMS INC - Form SC 13G

AETHER SYSTEMS INC
Form SC 13G
February 14, 2001

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

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)

Aether Systems, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

00808v105

(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)
- 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 the Securities Exchange Act of 1934 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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CUSIP No. 00808v105

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1. Names of Reporting Persons.

I.R.S. Identification No. of Above Persons (Entities Only).

NexGen Technologies, L.L.C.

17-9802074

2. Check the Appropriate Box if a Member of a Group*

(a) []

(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization...Maryland

Number of Shares 5. Sole Voting Power...3,419,910

Beneficially Owned by 6. Shared Voting Power...9,750,596

Each Reporting Person With 7. Sole Dispositive Power...3,419,910

8. Shared Dispositive Power...0

9. Aggregate Amount Beneficially Owned by Each Reporting Person...13,170,506

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* []

11. Percent of Class Represented by Amount in Row (9) 32.6%

12. Type of Reporting Person* PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons.

I.R.S. Identification No. of Above Persons (Entities Only).

David S. Oros 219-66-7562

2. Check the Appropriate Box if a Member of a Group*

(a) []

(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization...United States

Number of Shares 5. Sole Voting Power...4,352,410

Beneficially Owned by 6. Shared Voting Power...9,750,596

Each Reporting 7. Sole Dispositive Power...4,352,410

Person With 8. Shared Dispositive Power...0

9. Aggregate Amount Beneficially Owned by Each Reporting Person...14,103,006

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* []

11. Percent of Class Represented by Amount in Row (9) 34.9%

12. Type of Reporting Person* IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1(a). Name of Issuer

Aether Systems, Inc. (the "Issuer")

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

The address of the Issuer's principal executive offices is 11460 Cronridge Drive, Owings Mills, Maryland 21117.

ITEM 2(a). Name of Person Filing

This statement is filed on behalf of NexGen Technologies, L.L.C. and David S. Oros.

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

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The principal place of business of NexGen Technologies, L.L.C. and David S. Oros is 11460 Cronridge Drive, Owings Mills, Maryland 21117.

ITEM 2(c). Citizenship

The citizenship or place of organization of each of the Reporting Persons is set forth on the cover page.

ITEM 2(d). Title of Class of Securities

The title of the securities is common stock, par value \$.01 per share (the "Common Stock").

ITEM 2(e). CUSIP Number

The CUSIP number of the Common Stock is set forth on the cover page.

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(b), OR 13D-2(b) OR (c), 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 associations 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) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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ITEM 4. OWNERSHIP.

(a) Amount beneficially owned:

NexGen Technologies, L.L.C.

13,170,506

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David S. Oros 14,103,006

(b) Percent of class:

NexGen Technologies, L.L.C. 32.6%

David S. Oros 34.9%

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

(i) Sole power to vote or to direct the vote

NexGen Technologies, L.L.C. owns 3,419,910 shares of Common Stock. David S. Oros through his ability to control NexGen may direct the vote of 3,419,910 shares of Common Stock. In addition, Mr. Oros owns warrants to purchase 932,500 shares of Common Stock.

(ii) Shared power to vote or to direct the vote

As a result of a voting agreement with Telcom-ATI Investors, L.L.C., 3Com Corporation and Reuters MarketClip Holdings Sarl, NexGen Technologies, L.L.C. has the shared power to vote 9,750,596 shares of Common Stock. David S. Oros, individually and through his ability to control NexGen and NexGen's rights under the voting agreement, has the shared power to vote or to direct the vote of 9,750,596 shares of Common Stock.

(iii) Sole power to dispose or to direct the disposition of

NexGen Technologies, L.L.C. has the sole power to dispose or to direct the disposition of 3,419,910 shares of Common Stock. David S. Oros has the sole power to dispose or direct the disposition of 4,352,410 shares of Common Stock.

(iv) Shared power to dispose or to direct the disposition of

NexGen Technologies, L.L.C. 0

David S. Oros 0

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 OR CONTROL PERSON

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

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Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

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Not Applicable

ITEM 10. CERTIFICATION

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.

Dated: February 13, 2001

NEXGEN TECHNOLOGIES, L.L.C.

/s/ DAVID S. OROS

Name: David S. Oros

Title: Secretary

/s/ DAVID S. OROS

David S. Oros