

AEHR TEST SYSTEMS

Form SC 13D

February 08, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

AEHR TEST SYSTEMS

(Name of Issuer)

Common Stock

(Title of Class of Securities)

00760J108

(CUSIP Number)

JMS Capital Group Wealth Services LLC

Melissa Tsaggaris Corso | CCO

4900 Perry Highway, Suite 300

Pittsburgh, PA 15229

412.415.1177

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

December 31, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

* 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 purposes of Section 18 of the Securities Exchange Act of 1934 (the 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 Instructions).

CUSIP No.: 00760J108

NAME OF REPORTING PERSON:

PWA Real Estate, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

26-1277040

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

☐ (a)

☒ (b)

SEC USE ONLY

SOURCE OF FUNDS:

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

State of Pennsylvania

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 245,218
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 245,218
	10	SHARED DISPOSITIVE POWER 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

245,218

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.47%

14

TYPE OF REPORTING PERSON
OO

CUSIP No.: 00760J108

NAME OF REPORTING PERSON:

Dharma Group Insurance Company

**I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON (ENTITIES ONLY)**

46-4362294

**CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP**

☐ (a)

☒ (b)

SEC USE ONLY

SOURCE OF FUNDS:

WC

**CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)**

☐

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 305,176
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 305,176
	10	SHARED DISPOSITIVE POWER 0

**AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON**

305,176

**CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES**

☐

**PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)**

1.83%

14

TYPE OF REPORTING PERSON
OO

CUSIP No.: 00760J108

NAME OF REPORTING PERSON:

John M. Schneider

**I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON (ENTITIES ONLY)**

###-##-####

**CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP**☐ (a)☒ (b)**SEC USE ONLY****SOURCE OF FUNDS:**

PF

**CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)**☐**CITIZENSHIP OR PLACE OF
ORGANIZATION**

United States of America

NUMBER OF
SHARES

7

SOLE VOTING POWER

12,946

BENEFICIALLY
OWNED
BY EACH

8

SHARED VOTING POWER

0

REPORTING
PERSON WITH

9

SOLE DISPOSITIVE POWER

12,946

10

SHARED DISPOSITIVE POWER

0

**AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON**

12,946

**CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES**☐**PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)**

0.08%

14

TYPE OF REPORTING PERSON
IN

CUSIP No.: 00760J108

NAME OF REPORTING PERSON:Private Wealth Advisors 401k PSP FBO John
Schneider**I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON (ENTITIES ONLY)****CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP**☐ (a)☒ (b)**SEC USE ONLY****SOURCE OF FUNDS:**

OO

**CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)**☐**CITIZENSHIP OR PLACE OF
ORGANIZATION**

United States of America

NUMBER OF
SHARES

7

SOLE VOTING POWER

331,800

BENEFICIALLY
OWNED
BY EACH
REPORTING
PERSON WITH

8

SHARED VOTING POWER

0

9

SOLE DISPOSITIVE POWER

331,800

10

SHARED DISPOSITIVE POWER

0

**AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON**

331,800

**CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES**☐**PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)**

1.99%

14

TYPE OF REPORTING PERSON
EP

CUSIP No.: 00760J108

ITEM SECURITY AND ISSUER:

1. Common Stock

AEHR Test Systems
400 Kato Terrace
Fremont, CA 94539

ITEM IDENTITY AND BACKGROUND:

2. PWA Real Estate, LLC - 4900 Perry Highway, Ste. 300, Pittsburgh, PA 15229

Private Wealth Adv 401K PSP FBO John M. Schneider - 4900 Perry Highway, Ste. 300, Pittsburgh, PA 15229

Dharma Group Insurance Co. - 4900 Perry Highway, Ste. 300, Pittsburgh, PA 15229

John M. Schneider - 905 Beaver Street, Sewickley, PA 15143

PRESENT OR PRINCIPAL OCCUPATION OR EMPLOYMENT, OR PRINCIPAL BUSINESS:

PWA Real Estate, LLC - Principal business is real estate holdings.

Private Wealth Adv 401K PSP FBO John M. Schneider - N/A

Dharma Group Insurance Co. - Principal business is insurance.

John M. Schneider - Principal employment is Financial Advisor at JMS Capital Group Wealth Services LLC | 4900 Perry Highway, Suite 300, Pittsburgh, PA 15229

CONVICTION OF CRIMINAL PROCEEDINGS:

N/A

CIVIL PROCEEDINGS:

N/A

CITIZENSHIP:

PWA Real Estate, LLC - Pennsylvania

Private Wealth Adv 401K PSP FBO John M. Schneider - United States of America

Dharma Group Insurance Co. - Delaware

John M. Schneider - United States of America

ITEM SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION:

3. PWA Real Estate, LLC - Income from operations and a total amount of funds used in making the purchases of \$352,620.77.

Private Wealth Adv 401K PSP FBO John M. Schneider - Readily available assets in the plan and a total

amount of funds used in making the purchases of \$352,620.77.

Dharma Group Insurance Co. - Income from operations and a total amount of funds used in making the purchases of \$755,882.47.

John M. Schneider - Income from employment and a total amount of funds used in making the purchases of \$0.

ITEM 4. PURPOSE OF TRANSACTION:

The shares purchased have been acquired for investment.

(d) John Schneider, the reporting person, has become a member of the Board of Directors of the Issuer. Mr. Schneider has no plans to change the number or the term of the directors of the Issuer.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER:

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:

895,140

Percent of class:

5.379% (based on the shares of Common Stock outstanding as of December 31, 2016)

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

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

PWA Real Estate, LLC 245,218

Private Wealth Adv 401K PSP FBO John M. Schneider - 331,800

Dharma Group Insurance Co. - 305,176

John M. Schneider 12,946

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

John M. Schneider 895,140

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

PWA Real Estate, LLC 245,218

Private Wealth Adv 401K PSP FBO John M. Schneider - 331,800

Dharma Group Insurance Co. - 305,176

John M. Schneider 12,946

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

John M. Schneider 895,140

(c) Description of transactions:

The following purchases were effected in the past 60 days: N/A

(d) N/A

(e) N/A

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER:

1. Non-Disclosure Agreement between John Schneider and AEHR Test Systems, a California corporation, dated November 5, 2014.
2. Common Stock Purchase Agreement between investors and AEHR Test Systems, a California corporation, dated November 24, 2014.
3. Offer Letter for the position of member of Board of Directors, AEHR Test Systems dated November 22, 2014 which became effective December 3, 2014.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS:

SEE ATTACHED EXHIBIT A

Edgar Filing: AEHR TEST SYSTEMS - Form SC 13D

CUSIP No.: 00760J108

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 06 2017 PWA Real Estate, LLC

By:

1) /s/ John M. Schneider 2) /s/ John M. Schneider 3) /s/ John M. Schneider

Name:

John M. Schneider

Title:

1) 2) and 3) - Owner / President

Attention — Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

Edgar Filing: AEHR TEST SYSTEMS - Form SC 13D

CUSIP No.: 00760J108
EXHIBIT A

In accordance with the requirements of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and subject to the limitations set forth therein, the parties set forth below agree to jointly file the Schedule 13D to which this joint filing agreement is attached, and have duly executed this joint filing agreement as of the date set forth below.

Dated: August 18, 2015

PWA REAL ESTATE, LLC

By: /s/ John M. Schneider

Name: John M. Schneider

Title: President

PRIVATE WEALTH ADV 401K PSP FBO JOHN M. SCHNEIDER

By: /s/ John M. Schneider

Name: John M. Schneider

Title: Owner

DHARMA GROUP INSURANCE CO.

By: /s/ John M. Schneider

Name: John M. Schneider

Title: President

/s/ John M. Schneider