
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 4, 2013**

AEROVIRONMENT, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-33261

(Commission File
Number)

95-2705790

(I.R.S. Employer Identification
No.)

**181 W. Huntington Drive,
Suite 202**

Monrovia, CA

(Address of Principal Executive
Offices)

91016

(Zip Code)

Registrant's telephone number, including area code: **(626) 357-9983**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(B))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07(d) Submission of Matters to a Vote of Security Holders

The Annual Meeting of Stockholders of AeroVironment, Inc. (the “Company”) was held on October 4, 2013, at 10:00 a.m., Pacific time, at the Company’s facility located at 994 Flower Glen Street, Simi Valley, California 93065. A brief description of matters voted upon at the meeting and the final voting results are set forth below:

Proposal 1 — Election of Directors

The Company’s stockholders elected the three persons nominated by the Board of Directors as Class I directors for a three-year term as follows:

Name of Director	Number of Shares		Broker Non-Votes
	For	Withheld	
Charles Thomas Burbage	15,999,097	1,392,614	3,115,115
Charles R. Holland	14,158,980	3,232,731	3,115,115
Edward R. Muller	15,998,642	1,393,069	3,115,115

Each of the above directors shall serve for a term of three years and until their successors have been duly elected and qualified.

Proposal 2 — Ratification of Company’s Independent Auditors

The Audit Committee selected Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending April 30, 2014. The Company’s stockholders ratified the selection of Ernst & Young LLP as follows:

For	Number of Shares		Abstain
	Against		
20,191,924	268,306		46,596

SIGNATURE

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 hereunto duly authorized.

AEROVIRONMENT, INC.

Date: October 8, 2013

By: /s/ Douglas E. Scott
Douglas E. Scott
Senior Vice President and General Counsel