
**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): **December 17, 2009**

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 1.01 Entry into a Material Definitive Agreement.

On December 17, 2009, AeroVironment, Inc. (the "Company") and Charles R. Holland, one of its directors, entered into Amendment No. 2 to Standard Consulting Agreement (the "Amendment"), which amended the Standard Consulting Agreement (the "Consulting Agreement") previously entered into by the Company and Mr. Holland, effective November 1, 2008. Pursuant to the terms of the Amendment, the term of the Consulting Agreement was extended until December 31, 2012. In addition, also on December 17, 2009, the Company and Mr. Holland entered into a task order (the "Task Order") in accordance with the terms of the Consulting Agreement pursuant to which Mr. Holland shall provide sixty days of general marketing support for unmanned air vehicle systems to the Company over an anticipated twelve-month period at a rate of \$3,500 per day.

The foregoing descriptions of the Amendment and the Task Order do not purport to be complete and are qualified in their entirety by reference to the complete text of the Amendment and the Task Order, which are filed as exhibits hereto.

Item 9.01 Financial Statements and Exhibits

- (d) Exhibits.

The following exhibits are filed herewith:

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|--------------------------------------------------------------------------------------------------------------------------------|
| 10.27 | Amendment No. 2 to Standard Consulting Agreement, dated December 17, 2009, between AeroVironment, Inc. and Charles R. Holland. |
| 10.28 | Task Order # FY-10-001, dated December 17, 2009, between AeroVironment, Inc. and Charles R. Holland. |

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: December 22, 2009

By: /s/ Timothy E. Conver
Timothy E. Conver
President and Chief Executive Officer

**AMENDMENT NO. 2 TO
STANDARD CONSULTING AGREEMENT**

This Amendment No. 2 ("Amendment") to the Standard Consulting Agreement ("Agreement") previously entered into between the Parties hereto is entered into to by and between AeroVironment, Inc. ("AV"), and General Charles R. Holland, USAF, Retired ("Consultant"). Except where otherwise defined herein, the capitalized terms used in this Amendment shall have the respective meanings assigned to such terms in the Agreement. This Amendment is made with reference to the following Recitals:

RECITALS

A. AV and Consultant are Parties to that certain Standard Consulting Agreement, dated as of November 1, 2008 ("Agreement"), which provides for Consultant to render certain specified services to AV during the term of the Agreement; and

B. The Parties hereto desire to amend the Agreement on the terms set forth in this Amendment.

NOW, THEREFORE, the Parties hereto hereby agree to amend the Agreement as follows:

AGREEMENT

1. Section 2. Term, is modified to extend the Term of the Agreement to December 31, 2012.

IN WITNESS WHEREOF, the Parties have executed this Amendment with an effective date of December 17, 2009.

AEROVIRONMENT, INC.

By: /s/ Tim Conver
Name: Tim Conver
Its: President & Chief Executive Officer

CONSULTANT: GENERAL CHARLES R. HOLLAND, USAF, RETIRED

By: /s/ Charles Holland
Name: Charles Holland

STANDARD CONSULTING AGREEMENT
Dated November 1, 2008

Consultant: General Charles R. Holland, USAF, Retired

TASK ORDER # FY10-001

Project No. 7435.D01.00

- A. Effort:** General marketing support for unmanned air vehicle systems.
- B. Task Manager:** Tim Conver
- C. Target Performance Period:** January 1, 2010 through December 31, 2012
- D. Rates:**

| Authorized Days | Rate | Not To Exceed Cost |
|-----------------|-----------------|--------------------|
| 60 days | \$3,500 per day | \$210,000 per year |

Payments to be made on a monthly basis at the rate of \$17,500 per month in advance. Any additional days required by the Task Manager, beyond the 5 days per month anticipated by the advance payment, will be invoiced at the daily rate in arrears with expenses and approved by the Task Manager.

Reference shall be made to Project No. shown above on all invoicing.

E. Expenses:

Maximum authorized expenses - As required and approved in advance.

Travel and/or miscellaneous expenses shall be reimbursed in accordance with current AV standard travel procedures; receipts shall accompany invoices of \$25 or more.

No labor or expense costs above those amounts shown here are to be incurred without the prior written approval of the AV Task Manager.

AeroVironment, Inc.

**General Charles R. Holland,
 USAF Retired**

/s/ Tim Conver
 Signature

/s/ Charles Holland
 Signature

Tim Conver
 Name (Print)

Charles Holland
 Name (Print)

President & CEO
 Title

12/17/09
 Date

12/17/09
 Date