

**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): **April 24, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On April 24, 2013, the Board of Directors of AeroVironment, Inc. (the “Company”) appointed Stephen F. Page to serve as a director of the Company. The Board also appointed Mr. Page as a member of its Audit Committee. Mr. Page was appointed to serve as a Class II director and will be subject to reelection at the Company’s 2014 annual meeting of stockholders.

Mr. Page most recently served on the boards of directors and audit committees of Lowe’s Companies, Inc., PACCAR, Inc. and Liberty Mutual Holding Company Inc., where he was lead director, and on the board of trustees at Loyola Marymount University. He chaired the audit committees at PACCAR and Lowe’s. Mr. Page currently serves as a trustee of Mount St. Mary’s College and the Catholic Education Foundation.

Mr. Page spent 20 years with Black & Decker Corporation, first as general counsel for its McCullough Corporation subsidiary, then as treasurer, and finally as executive vice president and chief financial officer at the company’s corporate headquarters in Towson, Md. Following Black & Decker, Mr. Page served in many leadership roles at United Technologies Corporation, including director, vice chairman and chief financial officer, and president and chief executive officer of Otis Elevator, an \$8 billion division of the company, before retiring in 2004. Mr. Page holds a bachelor’s degree in business administration from Loyola Marymount University and a J.D. from Loyola Law School.

In connection with his appointment, Mr. Page was granted an option to purchase 20,000 shares of the Company’s common stock and a restricted stock award covering 7,500 shares of the Company’s common stock, each pursuant to the terms of the Company’s Amended and Restated 2006 Equity Incentive Plan. Subject to Mr. Page’s continued service to the Company, 20% of the shares of common stock subject to the option and restricted stock award will vest annually over a five-year period. Mr. Page will also enter into the Company’s standard form of director and officer indemnification agreement.

A copy of the press release announcing Mr. Page’s appointment is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Description
99.1	Press release issued by AeroVironment, Inc., dated April 26, 2013.

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: April 26, 2013

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



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PRESS RELEASE

Stephen F. Page Appointed to AeroVironment Board of Directors

- Experienced director with consumer, industrial and finance background
- Seasoned executive with deep management, functional and operational experience

MONROVIA, Calif., April 26, 2013— AeroVironment, Inc. (NASDAQ:AVAV) today announced that Stephen F. Page has been appointed to its board of directors, effective April 24, 2013. Page was also appointed to the board's Audit Committee.

Page most recently served on the corporate boards and audit committees of Lowe's Companies, Inc., PACCAR, Inc., and Liberty Mutual Holding Company Inc., where he was lead director, and on the board of trustees at Loyola Marymount University. He chaired the audit committees at PACCAR and Lowe's. Page currently serves as a trustee of Mount St. Mary's College and the Catholic Education Foundation.

After receiving his bachelor's degree in Business Administration from Loyola Marymount University in 1962, Page began his career as an accountant at Deloitte & Touche LLP and then earned his Juris Doctor degree at Loyola Law School in 1968. He spent the next 20 years with Black & Decker, first as general counsel for its McCullough Corporation subsidiary, then as treasurer, and finally as executive vice president and chief financial officer at the company's corporate headquarters in Towson, Md. Following Black & Decker, Page served in many leadership roles at United Technologies Corporation, including director, vice chairman, chief financial officer and president and chief executive officer of Otis Elevator, an \$8 billion division of the company, before retiring in 2004.

"Stephen's wealth of leadership success in consumer, industrial, and global businesses will provide a unique and valuable perspective across AeroVironment's increasingly

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diverse business activities,” said Tim Conver, AeroVironment’s chairman and chief executive officer. “As a technology company that creates and sells products and services to consumers, businesses and government agencies with increasingly international scope, Stephen’s vast expertise across these areas will be invaluable as AeroVironment expands in each of these markets.”

About AeroVironment, Inc.

AeroVironment is a technology solutions provider that designs, develops, produces, supports and operates an advanced portfolio of Unmanned Aircraft Systems (UAS) and electric transportation solutions. Agencies of the U.S. Department of Defense and allied military services use the company’s electric-powered, hand-launched unmanned aircraft systems extensively to provide situational awareness to tactical operating units through real-time, airborne reconnaissance, surveillance and communication. Multiple government agencies have helped to fund the development and demonstration of Global Observer®, a hybrid-electric, stratospheric UAS designed to provide affordable, persistent reconnaissance and communication over any location on the globe. Switchblade™ is a loitering munition designed to provide a rapid, lethal, pinpoint precision strike capability with minimal collateral damage. AeroVironment’s electric transportation solutions include a comprehensive suite of electric vehicle (EV) charging systems, installation and network services for consumers, automakers, utilities and government agencies, power cycling and test systems for EV developers and industrial electric vehicle charging systems for commercial fleets. More information about AeroVironment is available at www.avinc.com.

Safe Harbor Statement

Certain statements in this press release may constitute “forward-looking statements” as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements are made on the basis of current expectations, forecasts and assumptions that involve risks and uncertainties, including, but not limited to, economic, competitive, governmental and technological factors outside of our control, that may cause our business, strategy or actual results to differ materially from those expressed or implied.

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Factors that could cause actual results to differ materially from the forward-looking statements include, but are not limited to, our ability to perform under existing contracts and obtain additional contracts; changes in the regulatory environment; the activities of competitors; failure of the markets in which we operate to grow; failure to expand into new markets; failure to develop new products or integrate new technology with current products; and general economic and business conditions in the United States and elsewhere in the world. For a further list and description of such risks and uncertainties, see the reports we file with the Securities and Exchange Commission. We do not intend, and undertake no obligation, to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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