

**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, 2012**

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-4c)

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, 2012, at 10:00 a.m., Pacific time, at the Grand Ballroom of Courtyard by Marriott, 700 West Huntington Drive, Monrovia, California 91016. The following is a brief description of matters voted upon at the meeting:

Proposal 1 — Election of Directors

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

Name of Director	Number of Shares		
	For	Withheld	Broker Non-Votes
Timothy E. Conver	16,252,966	406,972	3,945,557
Arnold L. Fishman	16,431,011	227,927	3,946,557

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, 2013. The Company's stockholders ratified the selection of Ernst & Young LLP as follows:

For	Number of Shares		Abstain
	Against		
20,222,470	352,244		30,781

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 5, 2012

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