

HEDRICK GEOFFREY S M
Form SC 13G/A
February 04, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2

(Amendment No. 1)*

Innovative Solutions and Support, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

45769N-10-5

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

..	Rule 13d-1(b)
..	Rule 13d-1(c)
þ	Rule 13d-1(d)

*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 the disclosures provided in a prior coverage page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 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 Notes*)

CUSIP No. 45769N-10-5

1. Names of Reporting Persons
Geoffrey S. M. Hedrick
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
United States
- | | | | |
|-------------------------------------------------------------------------------------|----|--|-------------------------------------|
| | 5. | | Sole Voting Power
3,750,466 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | | Shared Voting Power
0 |
| | 7. | | Sole Dispositive Power
3,750,466 |
| | 8. | | Shared Dispositive Power
0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,750,466
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
22.2%
 12. Type of Reporting Person (See Instructions)
IN

CUSIP No. 45769N-10-5

Item 1.

- (a) Name of Issuer
Innovative Solutions and Support, Inc. (the Company)
- (b) Address of Issuer's Principal Executive Offices
720 Pennsylvania Drive, Exton, Pennsylvania 19341

Item 2.

- (a) Name of Person Filing
Geoffrey S. M. Hedrick
- (b) Address of Principal Business Office or, if none, Residence
c/o Innovative Solutions and Support, Inc.
720 Pennsylvania Drive, Exton, Pennsylvania 19341
- (c) Citizenship
United States
- (d) Title of Class of Securities
Common Stock, \$.001 par value
- (e) CUSIP Number
45769N-10-5

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

- (a) Broker or dealer registered under section 15 of the Exchange Act.
- (b) Bank as defined in section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under section 3I(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

CUSIP No. 45769N-10-5

Item 4. Ownership

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:

3,750,466 (includes 1,500 options to purchase shares of common stock which are exercisable within 60 days)
- (b) Percent of class:

22.2%, based upon 16,894,024 shares of common stock outstanding as of December 3, 2007 as reported in the Company's Form 10-K for the fiscal year ended September 30, 2007.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - (ii) 3,750,466
Shared power to vote or to direct the vote
 - (iii) 0
Sole power to dispose or to direct the disposition of
 - (iv) 3,750,466
Shared power to dispose or to direct the disposition of

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

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Item 10.

Certification
Not Applicable.

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.

January 30, 2008

Date

/s/ Geoffrey S. M. Hedrick

Signature

Geoffrey S. M. Hedrick

Name/Title