

MILLER LLOYD I III
Form SC 13G/A
February 12, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(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(b)**

(Amendment No. 1)*

Evolving Systems, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

30049R209
(CUSIP Number)

December 31, 2012
(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)

Rule 13d-1(d)

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* 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 disclosures provided in a prior cover page.

The information required on 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 ("Act") 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).

SCHEDULE 13G/A1

CUSIP No. 30049R209 Page 2 of 5
Pages

**NAME OF
REPORTING PERSON**

1

Lloyd I.
Miller, III

2

CHECK THE
APPROPRIATE
BOX IF A (a)
MEMBER OF
A GROUP*

3

(b)
SEC USE ONLY

4

CITIZENSHIP OR
PLACE OF
ORGANIZATION
United States

**NUMBER OF
SHARES**

SOLE
VOTING
5 POWER
256,458

**BENEFICIALLY
OWNED BY**

SHARED
VOTING
6 POWER
416,841

**EACH
REPORTING**

SOLE
DISPOSITIVE
7 POWER
256,458

**PERSON
WITH**

SHARED
DISPOSITIVE
8 POWER
416,841

AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
673,299

9

CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (9) 0
EXCLUDES
CERTAIN
SHARES

10

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
5.9%

11

TYPE OF REPORTING
PERSON
IN-OO**

12

** See Item 4.

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Item 1(a). Name of Issuer: Evolving Systems, Inc.
Item 1(b). Address of Issuers' Principal Executive Offices: 9777 Pyramid Court
Suite 100
Englewood, Colorado 80112

Item 2(a). Name of Person Filing: Lloyd I. Miller, III
Item 2(b). Address of Principal Business Office or, if None, Residence: 222 Lakeview Avenue
Suite 160-365
West Palm Beach, Florida 33401

Item 2(c). Citizenship: U.S.A.
Item 2(d). Title of Class of Securities: Common Stock, par value \$0.001 per share
Item 2(e). CUSIP Number: 30049R209

Item IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) or (c), CHECK WHETHER

3. THE PERSON FILING IS A:

Not Applicable, this statement is filed pursuant to 13d-1(c)

OWNERSHIP: The reporting person has sole voting and dispositive power with respect to 256,458 of the reported securities as (i) the manager of a limited liability company that is the adviser to certain trusts, (ii) the trustee to a certain grantor retained annuity trust, (iii) the manager of a limited liability company that is the general partner of a certain limited partnership, and (iv) an individual. The reporting person has shared voting and dispositive power with respect to 416,841 of the reported securities as the co-manager of a limited liability company.

(a) 673,299

(b) 5.9%

(c) (i) sole voting power: 256,458

(ii) shared voting power: 416,841

(iii) sole dispositive power: 256,458

(iv) shared dispositive power: 416,841

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:

Other than shares held directly by Lloyd I. Miller, III, persons other than Lloyd I. Miller, III have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the reported securities.

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Item IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY

7. BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

Item IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

8.

Not Applicable

Item NOTICE OF DISSOLUTION OF GROUP:

9.

Not Applicable

Item CERTIFICATION:

10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Dated: February 12, 2013 /s/ Lloyd I. Miller, III
Lloyd I. Miller, III