

EVOLVING SYSTEMS INC
Form SC 13G/A
February 12, 2014

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. 2)*

Evolving Systems, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

30049R209
(CUSIP Number)

December 31, 2013
(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)

p Rule 13d-1(c)

o 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 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/A2

CUSIP No. 30049R209 Page 2 of 4 Pages

**NAME OF REPORTING
PERSON**

1

Lloyd I.
Miller, III

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

2

(b) o

3

SEC USE ONLY

4

**CITIZENSHIP OR
PLACE OF
ORGANIZATION**

United States

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

**5 SOLE
VOTING
POWER**

**6 SHARED
VOTING
POWER**

**7 SOLE
DISPOSITIVE
POWER**

**8 SHARED
DISPOSITIVE
POWER**

9

**AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON**

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	o
11	***%	
12	TYPE OF REPORTING PERSON	***

*** 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 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:

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

Item 4. OWNERSHIP: See Item 5 below.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x.

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:

Not Applicable

Item
8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

Item
9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

Item
10. CERTIFICATION:

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, 2014 /s/ Lloyd I. Miller, III
Lloyd I. Miller, III