

AEHR TEST SYSTEMS

Form SC 13G/A

February 14, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**AEHR Test Systems**

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(Name of Issuer)

**Common Stock, par value \$0.01 per share**

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(Title of Class of Securities)

**00760J108**

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(CUSIP Number)

**December 31, 2013**

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(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)

\* 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 cover 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 ("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 Instructions).

CUSIP No.: 00760J108

1

NAME OF REPORTING PERSON

PWA Real Estate, LLC

I.R.S. IDENTIFICATION NO. OF

ABOVE PERSON (ENTITIES ONLY)  
26-1277040

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2

(a) ☐

(b) ☒

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF  
ORGANIZATION

Pennsylvania

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5 SOLE VOTING POWER  
279,000

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
279,000

8 SHARED DISPOSITIVE POWER  
0

9

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
279,000

10

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

11

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
2.6%

12

TYPE OF REPORTING PERSON  
OO

CUSIP No.: 00760J108

1

NAME OF REPORTING PERSON  
Private Wealth Adv 401K PSP FBO John  
M. Schneider

I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP  
(a) ☐   
(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 321,263
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 321,263
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
321,263

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

11 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
3%

12 TYPE OF REPORTING PERSON  
EP

CUSIP No.: 00760J108

1 NAME OF REPORTING PERSON  
John Schneider custodian FBO  
Alexandria Schneider UTMA PA until  
Age 21

2 I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) ☐

(b) ☒

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States of America

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5

SOLE VOTING POWER  
1,000

6

SHARED VOTING POWER  
0

7

SOLE DISPOSITIVE POWER  
1,000

8

SHARED DISPOSITIVE POWER  
0

9

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
1,000

10

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

11

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

-

12

TYPE OF REPORTING PERSON  
OO

CUSIP No.: 00760J108

1

NAME OF REPORTING PERSON  
John Schneider custodian FBO Helena  
Schneider UTMA Pa until Age 21

2

I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) ☐

(b) ☒

3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER 1,700
6	6 SHARED VOTING POWER 0
7	7 SOLE DISPOSITIVE POWER 1,700
8	8 SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,700
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) -
12	TYPE OF REPORTING PERSON OO

CUSIP No.: 00760J108

1	NAME OF REPORTING PERSON John Schneider custodian FBO Beatrice Schneider UTMA PA until Age 21
2	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY

4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America
5	SOLE VOTING POWER 1,700
6	SHARED VOTING POWER 0
7	SOLE DISPOSITIVE POWER 1,700
8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,700
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) -
12	TYPE OF REPORTING PERSON OO

CUSIP No.: 00760J108

1	NAME OF REPORTING PERSON John M. Schneider
2	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 604,663
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 604,663
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 604,663
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.6%
12		TYPE OF REPORTING PERSON IN

CUSIP No.: 00760J108

ITEM 1(a). NAME OF  
ISSUER:  
AEHR Test  
Systems  
ADDRESS OF  
ISSUER'S  
ITEM 1(b). PRINCIPAL  
EXECUTIVE  
OFFICES:  
400 Kato  
Terrace  
Fremont, CA  
94539

ITEM 2(a). NAME OF  
PERSON  
FILING:  
This statement is  
being filed by (i)  
PWA Real  
Estate, LLC

("PWA") with  
respect to the  
279,000 Shares  
of the Issuer  
beneficially  
owned by it; (ii)  
Private Wealth  
Adv 401K PSP  
FBO John M.  
Schneider (the  
"401K Plan")  
with respect to  
the 321,263  
Shares of the  
Issuer  
beneficially  
owned by it; (iii)  
John Schneider  
custodian FBO  
Alexandria  
Schneider  
UTMA PA until  
Age 21 (the  
"UTMA account  
for Alexandria")  
with respect to  
the 1,000 Shares  
of the Issuer  
beneficially  
owned by it; (iv)  
John Schneider  
custodian FBO  
Helena  
Schneider  
UTMA Pa until  
Age 21 (the  
"UTMA account  
for Helena")  
with respect to  
the 1,700 Shares  
of the Issuer  
beneficially  
owned by it; (v)  
John Schneider  
custodian FBO  
Beatrice  
Schneider  
UTMA PA until  
Age 21 (the  
"UTMA account



for Beatrice"  
and together  
with the UTMA  
account for  
Alexandria and  
the UTMA  
account for  
Helena, the  
"UTMA  
accounts") with  
respect to the  
1,700 Shares of  
the Issuer  
beneficially  
owned by it; and  
(vi) John M.  
Schneider with  
respect to the  
Shares  
beneficially  
owned by PWA,  
the 401K Plan  
and the UTMA  
accounts. As the  
sole member of  
PWA, the sole  
beneficiary of  
the 401K Plan  
and the  
custodian for the  
UTMA  
accounts, John  
M. Schneider  
may be deemed  
the beneficial  
holder of the  
Shares held by  
PWA, the 401K  
Plan and the  
UTMA accounts  
which, when  
added together,  
total 604,663  
Shares  
representing  
5.6% of the  
issued and  
outstanding  
Shares of the  
Issuer. Mr.

Schneider  
disclaims  
beneficial  
ownership of the  
securities  
covered by this  
statement.

ITEM 2(b). ADDRESS OF  
PRINCIPAL  
BUSINESS  
OFFICE OR, IF  
NONE,  
RESIDENCE:  
  
4900 Perry  
Highway, Ste.  
300  
Pittsburgh, PA  
15229

ITEM 2(c). CITIZENSHIP:  
  
PWA Real  
Estate, LLC -  
Pennsylvania  
Private Wealth  
Adv 401K PSP  
FBO John M.  
Schneider -  
United States of  
America  
John Schneider  
custodian FBO  
Alexandria  
Schneider  
UTMA PA until  
Age 21 - United  
States of  
America  
John Schneider  
custodian FBO  
Helena  
Schneider  
UTMA PA until  
Age 21 - United  
States of  
America  
John Schneider  
custodian FBO  
Beatrice  
Schneider  
UTMA PA until

Age 21 - United  
States of  
America  
John M.  
Schneider -  
United States of  
America

ITEM 2(d). TITLE OF  
CLASS OF  
SECURITIES:

Common Stock,  
par value \$0.01  
per share

ITEM 2(e). CUSIP  
NUMBER:

00760J108

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK  
WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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:

604,663

(b) Percent of class:

5.6% (based on the shares of Common Stock outstanding as of December 31, 2013)

(c) Number of shares as to which the person has:

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(i) Sole power to vote or to direct the vote:

PWA Real Estate, LLC - 279,000

Private Wealth Adv 401K PSP FBO John M. Schneider - 321,263

John Schneider custodian FBO Alexandria Schneider UTMA PA until Age 21 - 1,000

John Schneider custodian FBO Helena Schneider UTMA Pa until Age 21 - 1,700

John Schneider custodian FBO Beatrice Schneider UTMA PA until Age 21 - 1,700

(ii) Shared power to vote or to direct the vote:

John M. Schneider - 604,663

(iii) Sole power to dispose or to direct the disposition of:

PWA Real Estate, LLC - 279,000

Private Wealth Adv 401K PSP FBO John M. Schneider - 321,263

John Schneider custodian FBO Alexandria Schneider UTMA PA until Age 21 - 1,000

John Schneider custodian FBO Helena Schneider UTMA Pa until Age 21 - 1,700

John Schneider custodian FBO Beatrice Schneider UTMA PA until Age 21 - 1,700

(iv) Shared power to dispose or to direct the disposition of:

John M. Schneider - 604,663

OWNERSHIP OF

ITEM 5. FIVE PERCENT OR  
LESS OF A CLASS:

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

OWNERSHIP OF  
MORE THAN FIVE  
PERCENT ON  
ITEM 6. BEHALF OF  
ANOTHER  
PERSON:

N/A

ITEM 7. IDENTIFICATION  
AND  
CLASSIFICATION  
OF THE  
SUBSIDIARY  
WHICH ACQUIRED

THE SECURITY  
BEING REPORTED  
ON BY THE  
PARENT HOLDING  
COMPANY:

N/A

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

N/A

ITEM 9. NOTICE OF  
DISSOLUTION OF  
GROUP:

N/A

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.

## 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.

February 13, 2014

Date

PWA Real Estate, LLC

Private Wealth Adv 401K PSP FBO John M. Schneider

John Schneider custodian FBO Alexandria Schneider UTMA PA until Age 21

John Schneider custodian FBO Helena Schneider UTMA PA until Age 21

John Schneider custodian FBO Beatrice Schneider UTMA PA until Age 21

/s/ John M.Schneider

SIGNATURE

---

Signature

John M. Schneider, CEO and President

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Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 00760J108

EXHIBIT A

SCHEDULE 13G JOINT FILING AGREEMENT

In accordance with the requirements of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and subject to the limitations set forth therein, the parties set forth below agree to jointly file the Schedule 13G/A to which this joint filing agreement is attached, and have duly executed this joint filing agreement as of the date set forth below.

Dated: 2/13/2014

PWA REAL ESTATE, LLC

By: /s/ John M. Schneider

Name: John M. Schneider

Title: Sole Member

PRIVATE WEALTH ADV 401K PSP FBO JOHN M. SCHNEIDER

By: /s/ John M. Schneider

Name: John M. Schneider

Title: Owner

JOHN SCHNEIDER CUSTODIAN FBO ALEXANDRIA SCHNEIDER UTMA PA UNTIL AGE 21

By: /s/ John M. Schneider

Name: John M. Schneider

Title: custodian

JOHN SCHNEIDER CUSTODIAN FBO HELENA SCHNEIDER UTMA PA UNTIL AGE 21

By: /s/ John M. Schneider

Name: John M. Schneider

Title: custodian

JOHN SCHNEIDER CUSTODIAN FBO BEATRICE SCHNEIDER UTMA PA UNTIL AGE 21

By: /s/ John M. Schneider

Name: John M. Schneider

Title: custodian

/s/ John M. Schneider

SIGNATURE