

Edgar Filing: AEROPOSTALE INC - Form SC 13G

AEROPOSTALE INC
Form SC 13G
February 17, 2004

CUSIP No. 007865108

13G

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OMB APPROVAL

OMB Number: []
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

AEROPOSTALE, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE

(Title of Class of Securities)

007865108

(CUSIP Number)

DECEMBER 31, 2003

(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)

[X] Rule 13d-1(d)

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 the Notes).

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1 NAMES OF REPORTING PERSONS:

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John S. Mills

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

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

5 SOLE VOTING POWER

676,814

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

940,820

7 SOLE DISPOSITIVE POWER

676,814

8 SHARED DISPOSITIVE POWER

940,820

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,617,634

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

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

4.3%

12 TYPE OF REPORTING PERSON*

IN

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ITEM 1(A) NAME OF ISSUER: Aeropostale, Inc.

ITEM 1(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 112 West 34th Street, 22nd Floor New York, NY 10120

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ITEM 2(A) NAME OF PERSON FILING:

John S. Mills is filing this Schedule 13G pursuant to Rule 13(d)(1)(d) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Securities and Exchange Act of 1934, as amended (the "Act").

ITEM 2(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the principal business office for John Mills is c/o Aeropostale, Inc., 112 West 34th Street, 22nd Floor, New York, NY 10120

ITEM 2(C) CITIZENSHIP:

John Mills is a citizen of the United States.

ITEM 2(D) TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$.01 per share.

ITEM 2(E) CUSIP NO.:

007865108

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable.

ITEM 4 OWNERSHIP:

(a)-(c). John Mills has the sole power to vote or to direct the vote and to dispose or direct the disposition of 676,814 shares of Common Stock. As general partner of the JSMills Limited Partnership, Mr. Mills shares the power to vote and dispose of the 940,820 shares of Common Stock of the Issuer held by the JSMills Limited Partnership and therefore, may be deemed to have beneficial ownership of such shares. Mr. Mills, therefore, beneficially owns 1,617,634 shares of Common Stock of the Issuer, which constituted approximately 4.3% of the outstanding Common Stock of the Issuer. All of the percentages calculated in this Schedule 13G are based upon an aggregate of 37,497,721 shares of Common Stock outstanding as of December 1, 2003.

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ITEM 5 OWNERSHIP OF 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 [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.

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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 we certify that, to the best of our 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.

Date: February 17, 2004

By: /s/ John S. Mills

Name: John S. Mills