

SPARTAN MOTORS INC  
Form SC 13G  
December 14, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. \_\_)\*

**Spartan Motors, Inc.**

(Name of Issuer)

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

(Title of Class of Securities)

**846819100**

(CUSIP Number)

**December 4, 2015**

(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 the Notes).

Page 1 of 9 Pages

CUSIP No. 846819100

1. Names of Reporting Persons

Alexander C. McAree

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.A.

NUMBER OF	5. SOLE VOTING POWER	2,000,000
SHARES	6. SHARED VOTING POWER	0
BENEFICIALLY	7. SOLE DISPOSITIVE POWER	2,000,000
OWNED BY EACH	8. SHARED DISPOSITIVE POWER	0
REPORTING		
PERSON WITH:		

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,000,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)

5.8%

12. Type of Reporting Person (See Instructions)

IN

\* Ownership information above is as of the end of business on December 14, 2015, the filing date of this Schedule 13G.

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CUSIP No. 846819100

1. Names of Reporting Persons

The Rayburn Group

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

3. SEC Use Only

4. Citizenship or Place of Organization

Michigan, U.S.A.

NUMBER OF	5. SOLE VOTING POWER	1,930,000
SHARES	6. SHARED VOTING POWER	0
BENEFICIALLY	7. SOLE DISPOSITIVE POWER	1,930,000
OWNED BY EACH	8. SHARED DISPOSITIVE POWER	0
REPORTING		
PERSON WITH:		

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,930,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)

5.6%

12. Type of Reporting Person (See Instructions)

PN

\* Ownership information above is as of the end of business on December 14, 2015, the filing date of this Schedule 13G.

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CUSIP No. 846819100

1. Names of Reporting Persons

Edward McAree

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.A.

NUMBER OF	5. SOLE VOTING POWER	1,930,000
SHARES	6. SHARED VOTING POWER	0
BENEFICIALLY	7. SOLE DISPOSITIVE POWER	1,930,000
OWNED BY EACH	8. SHARED DISPOSITIVE POWER	0
REPORTING		
PERSON WITH:		

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,930,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)

5.6%

12. Type of Reporting Person (See Instructions)

IN

\* Ownership information above is as of the end of business on December 14, 2015, the filing date of this Schedule 13G.

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**Item 1.**

(a) The name of the issuer is Spartan Motors, Inc. (the “*Issuer*”).

(b) The principal executive offices of the Issuer are located at 1541 Reynolds Rd., Charlotte, MI 48813.

**Item 2.**

This statement (this “*Statement*”) is being filed by: (1) The Rayburn Group (“*Rayburn*”); (2) Alexander C. McAree; and (3) Edward J. McAree (all of the foregoing, collectively, the “*Reporting Persons*”). Rayburn is a family investment vehicle and directly owns all of the shares reported in this Statement (other than 70,000 shares owned directly by (a) Alexander C. McAree via an IRA and a revocable trust). Edward J. McAree is the controlling person of Rayburn. Alexander C. McAree is the Portfolio Manager for Rayburn. Edward J. McAree and Alexander C. McAree may be deemed to beneficially own the shares owned directly by Rayburn. Each Reporting Person disclaims beneficial ownership with respect to any shares other than those owned directly by such Reporting Person.

(b) The principal business office of the Reporting Persons is 1526 Ute Blvd., Suite 209, Room 6, Park City, Utah 84068.

(c) For citizenship information see Item 4 of the cover page of each Reporting Person.

(d) This Statement relates to the Common Stock, par value \$0.01 per share, of the Issuer (the “*Common Stock*”).

(e) The CUSIP Number of the Common Stock is 846819100.

**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:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (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)

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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) o A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) o 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:

\_\_\_\_\_

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**Item 4. Ownership.**

See Items 5-9 and 11 on the cover page for each Reporting Person, and Item 2, which information is given as of December 14, 2015, the filing date of this Schedule 13G. As of the Event Date of December 4, 2015, Rayburn directly owned 1,647,063 shares of Common Stock and Alexander C. McAree directly owned 70,000 shares of Common Stock (through an IRA and a revocable trust), collectively amounting to 1,717,063 shares of Common Stock and representing 5.0% of all of the outstanding shares of Common Stock. The percentage ownership of each Reporting Person is based on 34,279,100 shares of Common Stock outstanding as of October 30, 2015, as reported by the Issuer in its Form 10-Q filed on November 6, 2015.

**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: o

**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.**

See Exhibit 1.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

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**Item 10. Certification.**

(a) Not applicable.

(b) Not applicable.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not  
(c) 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, other than activities solely in connection with a nomination under §240.14a-11.

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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: December 14, 2015

**Edward J. McAree**

**The Rayburn Group**

By: /s/ Edward J. McAree  
Edward J. McAree, for  
himself and  
as Authorized Signatory for  
Rayburn

/s/ Alexander C. McAree  
**Alexander C. McAree**

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**EXHIBIT INDEX**

**Exhibit No. Document**

1 Joint Filing Agreement  
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