

Edgar Filing: CHYMIK KENNETH A - Form SC 13D/A

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Form SC 13D/A

February 10, 2006

CUSIP NO. 006743306

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

ADDvantage Technologies Group, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.01 par value per share

-----  
(Title of Class of Securities)

006743306

-----  
(CUSIP Number)

Kenneth A. Chymiak  
1605 East Iola, Broken Arrow, Oklahoma 74012  
918-251-2887

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

January 27, 2006

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(Dates of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting persons 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

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the Notes).

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1. Name of Reporting Persons.  
I.R.S. Identification No. of above persons

Kenneth A. Chymiak

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2. Check the Appropriate Box if a Member of a Group (a) ☐ ☐  
(b) ☐ ☐
- 

3. SEC Use Only
- 

4. Source of Funds
- 

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
- 

6. Citizenship or Place of Organization

United States of America

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Number of  
Shares Bene-  
ficially Owned  
by Each  
Reporting Person  
With

7. Sole Voting Power

260,000

8. Shared Voting Power

1,796,000

9. Sole Dispositive Power

260,000

10. Shared Dispositive Power

0

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11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,056,000
- 

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☒

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Beneficial ownership of 1,796,000 shares owned by spouse's revocable trust is disclaimed by the Reporting Person. Shared voting and dispositive power over these shares was not previously reported. Spouse, Susan Chymiak, files separately.

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

20.3%

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14. Type of Reporting Person

IN

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### Item 1. Security and Issuer

This Amendment No. 5 to Schedule 13D ("Amendment No. 5") amends the Schedule 13D filed on October 14, 1999, as amended by Amendment No. 1 to Schedule 13D filed on October 15, 2004, as amended by Amendment No. 2 to Schedule 13D filed on December 23, 2005, as amended by Amendment No. 3 to Schedule 13D filed on December 30, 2005, as amended by Amendment No. 4 to Schedule 13D filed on January 25, 2006 (as amended, the "Schedule 13D"), by the reporting person and relates to the common stock, par value \$.01 per share ("Common Stock"), of ADDvantage Technologies Group, Inc., an Oklahoma corporation ("ATG"). The principal executive offices of ATG are located at 1605 East Iola, Broken Arrow, Oklahoma 74012. Those items of the Schedule 13D for which there has been no change in the information previously reported are omitted from this Amendment No. 5.

### Item 2. Identity and Background

### Item 3. Source and Amount of Funds or Other Consideration

### Item 4. Purpose of Transaction

### Item 5. Interest in Securities of the Issuer

(a) Mr. Chymiak presently beneficially owns 2,056,000 shares of Common Stock of ATG, 250,000 of which are held indirectly by him as trustee of the Ken Chymiak Revocable Trust Dated March 4, 1992, 1,796,000 of which are indirectly held by Mr. Chymiak's spouse as trustee of the Susan Chymiak Revocable Trust Dated March 4, 1992, and 10,000 shares of which are subject to immediately exercisable stock options granted to Mr. Chymiak under ATG's 1998 Incentive Stock Plan, which Mr. Chymiak holds directly. ATG's Annual Report on Form 10-K for the fiscal year ended September 30, 2005, reports that there were 10,096,747 shares of Common Stock outstanding as of December 20, 2005. Mr. Chymiak is therefore currently the beneficial owner of 20.4% of the total issued and outstanding shares of Common Stock. Mr. Chymiak disclaims beneficial ownership of 1,796,000 shares owned by his spouse's revocable trust.

(c) Each of the following sale transactions occurred upon the exercise of an option granted on September 24, 2004, to Barron Partners, LP, pursuant to a stock purchase agreement with option to purchase additional shares (the "Agreement"). The Agreement is described in item 6 of Amendment No. 1, which discussion is incorporated into this item by reference.

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| Date of Disposition | Shares<br>Disposed by<br>Sale | Price<br>per<br>share |
|---------------------|-------------------------------|-----------------------|
| January 27, 2006    | 150,000                       | \$6.25                |
| January 31, 2006    | 121,138                       | \$6.25                |

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to Be Filed as Exhibits

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 10, 2006

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Date

/s/ Kenneth A. Chymiak

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Signature

Kenneth A. Chymiak, President and Chief Executive Officer

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Name/Title