

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

FORM 8-K/A  
(Amendment No. 2)

CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 3, 2014

**DRONE AVIATION HOLDING CORP.**  
(Exact name of registrant as specified in its charter)

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Nevada	333-150332	46-5538504
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

11653 Central Parkway, Jacksonville, FL 32224  
(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code (904) 245-1788

9521-B Riverside Parkway, #134, Tulsa, Oklahoma 74137  
(Registrant's former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Drone Aviation Holding Corp. (the "Company") previously reported on its Current Report on Form 8-K filed on June 5, 2014 (the "Initial 8-K") that it had on June 3, 2014 entered into a Share Exchange Agreement (the "Exchange Agreement") with Drone Aviation Corp., a Nevada corporation ("Drone"), and the shareholders of Drone. Upon closing of the transaction contemplated under the Exchange Agreement (the "Share Exchange"), the shareholders of all of Drone's outstanding shares of common stock transferred all the outstanding shares of common stock of Drone to the Company in exchange for an aggregate of 8,050,000 shares of the Company's common stock, \$0.0001 par value per share, and 36,050,000 shares of Series D Convertible Preferred Stock, par value \$0.0001 per share. As a result of the Share Exchange, Drone became a wholly owned subsidiary of the Company. Following the Share Exchange, Lighter Than Air Systems Corp. ("LTAS"), a Florida corporation, continues to be a wholly owned subsidiary of Drone. This Amendment No. 2 to Current Report on Form 8-K/A (this "Form 8-K/A") amends the Initial 8-K to include the financial statements for March 31, 2014 required to be filed in connection with the Share Exchange pursuant to Item 9.01 (a) and (b) of Form 8-K. The information previously reported under Items 1.01, 2.01, 3.02, 5.02 and 5.03 in the Initial 8-K and the financial statements previously reported in Amendment No. 1 to Current Report on Form 8-K/A filed on August 13, 2014 are hereby incorporated by reference into this Form 8-K/A.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**(a) Financial Statements of Businesses Acquired.**

The following historical financial statements of Lighter Than Air Systems Corp. are filed as Exhibit 99.1 hereto:

- Balance Sheet as of March 31, 2014
- Statements of Operations for the quarters ended March 31, 2014 and March 31, 2013
- Statement of Stockholders' Equity for the quarter ended March 31, 2014
- Statement of Cash Flows for the quarters ended March 31, 2014 and March 31, 2013
- Notes to Financial Statements

Exhibit Number	Description
<a href="#">99.1</a>	<a href="#">Unaudited financial statements of Registrant as of the three months ended March 31, 2014</a>

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Drone Aviation Holding Corp.**  
(Registrant)

Date: August 15, 2014

By: /s/ Kendall Carpenter  
By: Kendall Carpenter  
Title: Chief Financial Officer



**LIGHTER THAN AIR SYSTEMS CORP.**

Unaudited Financial Statements

For the Period Ended March 31, 2014

**LIGHTER THAN AIR SYSTEMS CORP.**  
**BALANCE SHEETS**

	<b>3/31/2014</b>	<b>12/31/2013</b>
	<b>(Unaudited)</b>	
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash	\$ 53,429	\$ 109,826
Accounts receivable - trade	135,050	8,085
Inventory	65,122	75,311
Prepaid expenses	1,626	1,186
<b>Total current assets</b>	<b>255,227</b>	<b>194,408</b>
<b>PROPERTY AND EQUIPMENT, at cost:</b>		
Less - accumulated depreciation and amortization	(4,833)	(4,563)
<b>Net property and equipment</b>	<b>1,728</b>	<b>1,998</b>
<b>OTHER ASSETS:</b>		
Goodwill	807,824	807,824
<b>Total other assets</b>	<b>807,824</b>	<b>807,824</b>
<b>TOTAL ASSETS</b>	<b>\$ 1,064,779</b>	<b>\$ 1,004,230</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Due to parent	\$ 206,874	\$ 206,874
Accounts payable	95,667	72,985
Accounts payable due to related party	48,083	50,691
Accrued liabilities	60,140	17,926
Unearned revenue	-	1,650
<b>Total current liabilities</b>	<b>410,764</b>	<b>350,126</b>
<b>TOTAL LIABILITIES</b>	<b>410,764</b>	<b>350,126</b>
<b>COMMITMENTS AND CONTINGENCIES</b>	<b>-</b>	<b>-</b>
<b>STOCKHOLDERS' EQUITY (DEFICIT):</b>		
Common stock, \$.01 par value; authorized 100,000 shares; 100 shares issued and outstanding, at March 31, 2014 and 2013, respectively	1	1
Additional paid-in capital	922,499	922,499
Retained Earnings (Deficit)	(268,485)	(268,396)
<b>Total stockholders' equity</b>	<b>654,015</b>	<b>654,104</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 1,064,779</b>	<b>\$ 1,004,230</b>

The accompanying notes are an integral part of these unaudited financial statements.

**LIGHTER THAN AIR SYSTEMS CORP.**  
**STATEMENTS OF OPERATIONS (UNAUDITED)**

	<b>For the Quarters Ended</b>	
	<b><u>3/31/2014</u></b>	<b><u>3/31/2013</u></b>
<b>Revenues</b>	\$ 229,350	\$ 475,506
<b>Cost of good sold</b>	<u>139,239</u>	<u>98,490</u>
<b>Gross profit</b>	<u>90,112</u>	<u>377,016</u>
<b>General and administrative expense</b>	<u>89,699</u>	<u>52,951</u>
<b>Income (loss) from operations</b>	<u>412</u>	<u>324,065</u>
<b>Other income (expense)</b>		
Interest income	-	10
Interest expense	<u>(501)</u>	<u>-</u>
<b>Total other income (expense)</b>	<u>(501)</u>	<u>10</u>
<b>NET INCOME (LOSS)</b>	<u>\$ (89)</u>	<u>\$ 324,075</u>
<b>Weighted average number of common shares outstanding - basic and diluted</b>	<u>100</u>	<u>100</u>
<b>Basic and diluted net income (loss) per share</b>	<u>\$ (0.89)</u>	<u>\$ 3,241</u>

The accompanying notes are an integral part of these unaudited financial statements.

**LIGHTER THAN AIR SYSTEMS CORP.**  
**STATEMENT OF STOCKHOLDER EQUITY (UNAUDITED)**

Description	COMMON STOCK		ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	TOTAL STOCKHOLDERS' EQUITY
	SHARES	AMOUNT			
BALANCE, DECEMBER 31, 2013	100	\$ 1	\$ 922,499	\$ (268,396)	\$ 654,104
Net loss				(89)	(89)
BALANCE, MARCH 31, 2014	100	\$ 1	\$ 922,499	\$ (268,485)	\$ 654,015



**LIGHTER THAN AIR SYSTEMS CORP.**  
**STATEMENTS OF CASH FLOWS (UNAUDITED)**

<b>For the Three Months Ended March 31,</b>	<u><b>3/31/2014</b></u>	<u><b>3/31/2013</b></u>
<b>OPERATING ACTIVITIES:</b>		
Net (loss) income	\$ (89)	\$ 324,075
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation	270	479
Changes in current assets and liabilities:		
Accounts receivable	(126,965)	(213,056)
Inventory	10,189	(172,732)
Prepaid expenses and other	(440)	31,500
Accounts payable	22,682	95,707
Due from related party	(2,608)	(6,964)
Accrued expense	42,214	(12,761)
Deferred revenue	(1,650)	(50,000)
<b>Net cash provided by (used in) operating activities</b>	<u><b>(56,397)</b></u>	<u><b>(3,752)</b></u>
<b>INVESTING ACTIVITIES:</b>		
	-	-
<b>Net cash provided by investing activities</b>	<u><b>-</b></u>	<u><b>-</b></u>
<b>FINANCING ACTIVITIES:</b>		
Proceeds from loans from shareholders		103,506
Shareholder loan repayment	-	(103,506)
<b>Net cash provided by financing activities</b>	<u><b>-</b></u>	<u><b>-</b></u>
<b>NET (DECREASE) INCREASE IN CASH</b>	<b>(56,397)</b>	<b>(3,752)</b>
<b>CASH, beginning of period</b>	<u><b>109,826</b></u>	<u><b>162,297</b></u>
<b>CASH, end of period</b>	<u><u><b>\$ 53,429</b></u></u>	<u><u><b>\$ 158,545</b></u></u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
<b>Cash paid during the quarters ended March 31:</b>		
Interest	<u><u><b>\$ 501</b></u></u>	<u><u><b>\$ -</b></u></u>
Income taxes	<u><u><b>\$ -</b></u></u>	<u><u><b>\$ -</b></u></u>

The accompanying notes are an integral part of these unaudited financial statements.

**Ligher Than Air Systems Corp.**  
**Notes to Unaudited Financial Statements**

**For the Period Ended March 31, 2014**

**1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The accompanying unaudited interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial statements and do not include all the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The information furnished reflects all adjustments, consisting only of normal recurring items which are, in the opinion of management, necessary in order to make the financial statements not misleading. The financial statements as of December 31, 2013 have been audited by an independent registered public accounting firm. These financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company's 10K for the calendar year ended December 31, 2013 and in our Current Report on Form 8K filed with the SEC on August 13, 2014, as well as our Quarterly Report for the quarter ended June 30, 2014 filed August 14, 2014.

