

AEHR TEST SYSTEMS

Form SC 13G/A

December 19, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

AEHR Test Systems

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

00760J108

(CUSIP Number)

December 17, 2014

(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
Not Applicable
- 6 SHARED VOTING POWER
Not Applicable
- 7 SOLE DISPOSITIVE POWER
Not Applicable
- 8 SHARED DISPOSITIVE POWER
Not Applicable

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
Not Applicable - See Exhibit B

10

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

11

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
Not Applicable

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 Not Applicable
	6	SHARED VOTING POWER Not Applicable
	7	SOLE DISPOSITIVE POWER Not Applicable
	8	SHARED DISPOSITIVE POWER Not Applicable

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
Not Applicable - See Exhibit C

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

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
Not Applicable

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)

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

Not Applicable

6

SHARED VOTING POWER

Not Applicable

7

SOLE DISPOSITIVE POWER

Not Applicable

8

SHARED DISPOSITIVE POWER

Not Applicable

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

Not Applicable - See Exhibit D

10

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

11

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

Not Applicable

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
Not Applicable

6 SHARED VOTING POWER
Not Applicable

7 SOLE DISPOSITIVE POWER
Not Applicable

8 SHARED DISPOSITIVE POWER
Not Applicable

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Not Applicable - See Exhibit E

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Not Applicable

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) ☐
(b) ☒

3 SEC USE ONLY

4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America
5	SOLE VOTING POWER Not Applicable
6	SHARED VOTING POWER Not Applicable
7	SOLE DISPOSITIVE POWER Not Applicable
8	SHARED DISPOSITIVE POWER Not Applicable
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Not Applicable - See Exhibit F
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Not Applicable
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) ☐ (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 Not Applicable
	6	SHARED VOTING POWER Not Applicable
	7	SOLE DISPOSITIVE POWER Not Applicable
	8	SHARED DISPOSITIVE POWER Not Applicable
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Not Applicable - See Exhibit G
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Not Applicable
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
NAME OF
ITEM 2(a). PERSON
FILING:
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

John M.
Schneider,
individually, and
as the sole
member of PWA
Real Estate,
LLC, the sole
beneficiary of
the
Private Wealth
Adv 401K PSP
FBO John M.
Schneider, and
the custodian for
the following
UTMA
accounts: (i)
John Schneider
custodian FBO
Alexandria
Schneider
UTMA PA until
Age 21, (ii) John
Schneider
custodian FBO

Helena
Schneider
UTMA PA until
Age 21, and (iii)
John Schneider
custodian FBO
Beatrice
Schneider
UTMA PA until
Age 21.

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

PWA Real
Estate, LLC -
4900 Perry
Highway, Ste.
300, Pittsburgh,
PA 15229

Private Wealth
Adv 401K PSP
FBO John M.
Schneider - 4900
Perry Highway,
Ste. 300,
Pittsburgh, PA
15229

John Schneider
custodian FBO
Alexandria
Schneider
UTMA PA until
Age 21 - 905
Beaver Street,
Sewickley, PA
15143

John Schneider
custodian FBO
Helena
Schneider
UTMA PA until
Age 21 - 905
Beaver Street,
Sewickley, PA

15143

John Schneider
custodian FBO
Beatrice
Schneider
UTMA PA until
Age 21 - 905
Beaver Street,
Sewickley, PA
15143

John Schneider -
905 Beaver
Street,
Sewickley, PA
15143

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

TITLE OF

ITEM 2(d). 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:

Not Applicable

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:

Not Applicable. Private Wealth Advisors, Inc. (the Company) is hereby confirming that that certain Schedule 13G on Form SC 13G, together with all exhibits and amendments thereto (File No. 005-52329), as initially filed with the Securities and Exchange Commission (Commission) on February 10, 2014 (collectively, the Schedule 13G), be withdrawn effective immediately. The Schedule 13G was filed under an incorrect CIK number. The incorrect filing of the Schedule 13G has been corrected by the

(b) Percent of class:

Not Applicable

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

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

PWA Real Estate, LLC - Not Applicable

Private Wealth Adv 401K PSP FBO John M. Schneider - Not Applicable

John Schneider custodian FBO Alexandria Schneider UTMA PA until Age 21 - Not Applicable

John Schneider custodian FBO Helena Schneider UTMA PA until Age 21 - Not Applicable

John Schneider custodian FBO Beatrice Schneider UTMA PA until Age 21 - Not Applicable

John M. Schneider - Not Applicable

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

PWA Real Estate, LLC - Not Applicable

Private Wealth Adv 401K PSP FBO John M. Schneider - Not Applicable

John Schneider custodian FBO Alexandria Schneider UTMA PA until Age 21 - Not Applicable

John Schneider custodian FBO Helena Schneider UTMA PA until Age 21 - Not Applicable

John Schneider custodian FBO Beatrice Schneider UTMA PA until Age 21 - Not Applicable

John M. Schneider - Not Applicable

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

PWA Real Estate, LLC - Not Applicable

Private Wealth Adv 401K PSP FBO John M. Schneider - Not Applicable

John Schneider custodian FBO Alexandria Schneider UTMA PA until Age 21 - Not Applicable

John Schneider custodian FBO Helena Schneider UTMA PA until Age 21 - Not Applicable

John Schneider custodian FBO Beatrice Schneider UTMA PA until Age 21 - Not Applicable

John M. Schneider - Not Applicable

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

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:

Not Applicable

IDENTIFICATION
AND
CLASSIFICATION
OF THE
SUBSIDIARY

ITEM 7. WHICH ACQUIRED
THE SECURITY
BEING REPORTED
ON BY THE
PARENT HOLDING
COMPANY:

Not Applicable

IDENTIFICATION
AND

ITEM 8. CLASSIFICATION
OF MEMBERS OF
THE GROUP:

Not Applicable

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP:

Not Applicable

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.

December 17, 2014

Date

SIGNATURE

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

John M. Schneider, CEO and President

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 AMENDMENT NO. 2 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: 12/17/2014

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

SIGNATURE

/s/ John M. Schneider
Exhibit B

Private Wealth Advisors, Inc. (the Company) is hereby confirming that that certain Schedule 13G on Form SC 13G, together with all exhibits and amendments thereto (File No. 005-52329), as initially filed with the Securities and Exchange Commission (Commission) on February 10, 2014 (collectively, the Schedule 13G), be withdrawn effective immediately. The Schedule 13G was filed under an incorrect CIK number. The incorrect filing of the Schedule 13G has been corrected by the filing of Schedule 13D on Form SC 13D by John Schneider (File No. 005-52329 / File No. 141244284 / Filing Date November 21, 2014), which supersedes the Schedule 13G. Accordingly, this Amendment No. 2 to Schedule 13G is hereby filed to reflect that the Schedule 13G is withdrawn and will not be further amended.
Exhibit C

The Company is hereby confirming that the Schedule 13G be withdrawn effective immediately. The Schedule 13G was filed under an incorrect CIK number. The incorrect filing of the Schedule 13G has been corrected by the filing of Schedule 13D on Form SC 13D by John Schneider (File No. 005-52329 / File No. 141244284 / Filing Date November 21, 2014), which supersedes the Schedule 13G. Accordingly, this Amendment No. 2 to Schedule 13G is hereby filed to reflect that the Schedule 13G is withdrawn and will not be further amended.
Exhibit D

The Company is hereby confirming that the Schedule 13G be withdrawn effective immediately. The Schedule 13G was filed under an incorrect CIK number. The incorrect filing of the Schedule 13G has been corrected by the filing of Schedule 13D on Form SC 13D by John Schneider (File No. 005-52329 / File No. 141244284 / Filing Date November 21, 2014), which supersedes the Schedule 13G. Accordingly, this Amendment No. 2 to Schedule 13G is hereby filed to reflect that the Schedule 13G is withdrawn and will not be further amended.
Exhibit E

The Company is hereby confirming that the Schedule 13G be withdrawn effective immediately. The Schedule 13G was filed under an incorrect CIK number. The incorrect filing of the Schedule 13G has been corrected by the filing of Schedule 13D on Form SC 13D by John Schneider (File No. 005-52329 / File No. 141244284 / Filing Date November 21, 2014), which supersedes the Schedule 13G. Accordingly, this Amendment No. 2 to Schedule 13G is hereby filed to reflect that the Schedule 13G is withdrawn and will not be further amended.
Exhibit F

The Company is hereby confirming that the Schedule 13G be withdrawn effective immediately. The Schedule 13G was filed under an incorrect CIK number. The incorrect filing of the Schedule 13G has been corrected by the filing of Schedule 13D on Form SC 13D by John Schneider (File No. 005-52329 / File No. 141244284 / Filing Date November 21, 2014), which supersedes the Schedule 13G. Accordingly, this Amendment No. 2 to Schedule 13G is hereby filed to reflect that the Schedule 13G is withdrawn and will not be further amended.
Exhibit G

The Company is hereby confirming that the Schedule 13G be withdrawn effective immediately. The Schedule 13G was filed under an incorrect CIK number. The incorrect filing of the Schedule 13G has been corrected by the filing of Schedule 13D on Form SC 13D by John Schneider (File No. 005-52329 / File No. 141244284 / Filing Date November 21, 2014), which supersedes the Schedule 13G. Accordingly, this Amendment No. 2 to Schedule 13G is hereby filed to reflect that the Schedule 13G is withdrawn and will not be further amended.