

AROTECH CORP  
Form SC 13D/A  
February 12, 2015

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

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SCHEDULE 13D

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Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Arotech Corporation  
(Name of Issuer)

Common Stock, \$0.01 par value per share  
(Title of Class of Securities)

042682 20 3  
(CUSIP Number)

Yaakov Har-Oz, Esq., c/o Arotech Corporation, 1229 Oak Valley Drive, Ann Arbor, MI (734) 761-5836  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

December 31, 2014  
(Date 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 §§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 §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 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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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NAMES OF REPORTING PERSONS

Steven D.

1.

Esses

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO

5.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6.

CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	1,191,480 [includes restricted shares as detailed in Item 5 below]
	8.	SHARED VOTING POWER	0
	9.	SOLE DISPOSITIVE POWER	891,480
	10.	SHARED DISPOSITIVE POWER	0

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,191,480

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.9%

14. TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

IN

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This Statement relates to the beneficial ownership by Steven D. Esses (“Mr. Esses”) of 753,257 shares (including restricted stock) of the common stock of Arotech Corporation. All share numbers are as of December 31, 2014.

Item 1. Security and Issuers.

This Statement relates to the common stock, \$0.01 par value, of Arotech Corporation, a Delaware corporation (the “Issuer”) having its principal executive offices at 1229 Oak Valley Drive, Ann Arbor, Michigan 48108. It is filed to report changes in Mr. Esses’s role with the Issuer and changes in Mr. Esses’s holdings of the Issuer’s stock.

Item 2. Identity and Background.

Mr. Esses is President and Chief Executive Officer of the Issuer. Mr. Esses has been a director of the Issuer since July 2002, the Issuer’s Executive Vice President since January 2003, the Issuer’s Chief Operating Officer from February 2003 until February 2012 and the Issuer’s President since December 2005. From 2000 until 2002, Mr. Esses was a principal with Stillwater Capital Partners, Inc., a New York-based investment research and advisory company specializing in alternative investment strategies. During this time, Mr. Esses also acted as an independent consultant to new and existing businesses in the areas of finance and business development. In 1995, Mr. Esses founded the Dunkin’ Donuts franchise in Israel and was its Managing Director and CEO until 2005. Before founding Dunkin’ Donuts Israel, Mr. Esses was the Director of Retail Jewelry Franchises with Hamilton Jewelry, and before that he served as Executive Director of Operations for the Conway Organization, a major off-price retailer with 17 locations.

Mr. Esses’s business address is 1229 Oak Valley Drive, Ann Arbor, Michigan 48108. During the past ten years, Mr. Esses has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the past ten years, Mr. Esses has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in a judgment, decree or final order enjoining Mr. Esses from future violations of, or prohibiting or mandating activities by Mr. Esses subject to, federal or state securities laws or finding any violation by Mr. Esses with respect to such laws.

Mr. Esses is a citizen of the United States.

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

Not applicable.

Item 4. Purpose of the Transaction.

Not applicable.

Item 5. Interest in Securities of the Issuer.

Mr. Esses beneficially owns 1,191,480 shares of Common Stock, as follows:

Ø 891,480 of these shares are held by Mr. Esses directly. Mr. Esses holds sole voting and dispositive power over these shares.



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Ø 300,000 of these shares are restricted stock held by a trustee for Mr. Esses's benefit, subject to his earning these shares pursuant to the terms of the restricted stock grant. Mr. Esses holds sole voting power over these shares but does not hold dispositive power over these shares.

Other than the vesting of restricted stock, Mr. Esses has not effected any transaction in the Common Stock in the past sixty (60) days, except as follows:

Ø On December 23, 2014, Mr. Esses was awarded 100,000 shares of restricted stock, vesting one-third contingent on continued employment on December 31, 2015 and two-thirds contingent on continued employment on December 31, 2015 and on the achievement of future performance criteria.

To the best of Mr. Esses's knowledge, no other person has the right to receive or the power to direct the receipt of dividends from, or proceeds of the sale of, the shares of Common Stock held by him.

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

Mr. Esses is party to an employment agreement (the "Employment Agreement") with the Issuer. Pursuant to the Employment Agreement, Mr. Esses was granted demand and "piggyback" registration rights covering shares of the Issuer's Common Stock held by him.

Item 7. Material to be Filed as Exhibits.

None.

#### 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 12, 2015  
Date

/s/ Steven Esses  
Signature

Steven D. Esses  
Name/Title