

World Surveillance Group Inc.  
Form 10-K/A  
April 03, 2014

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A  
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-32509

WORLD SURVEILLANCE GROUP INC.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

88-0292161  
(I.R.S. Employer Identification No.)

State Road 405, Building M6-306A, Room 1400, Kennedy Space Center, FL 32815  
(Address of Principal Executive Offices) (Zip Code)

Issuer's telephone number: (321) 452-3545

Securities registered under Section 12 (b) of the Exchange Act: None

Title of each class Name of exchange on which registered

Securities registered pursuant to Section 12 (g) of the Exchange Act: Common Stock, Par Value \$.00001 Per Share

Indicate by check mark whether the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities

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Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)	Smaller Reporting Company <input checked="" type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act) Yes  No

The aggregate market value of the registrant's common stock held by non-affiliates, based on the closing price of the registrant's common stock on June 30, 2013, the end of the registrant's most recently completed second fiscal quarter, was approximately \$7,626,700. The number of shares of the registrant's common stock outstanding as of March 21, 2014 was 706,057,033.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement (which is expected to be filed within 120 days after the registrant's fiscal year end) relating to the registrant's Annual Meeting of Stockholders to be held in July 2014 to be filed pursuant to Regulation 14A are incorporated by reference into Part III of this Annual Report on Form 10-K.

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EXPLANATORY NOTE

World Surveillance Group Inc. (the “Company” or “we”) is filing this Amendment No. 1 (the “Amendment”) to our annual report on Form 10-K for the year ended December 31, 2013, filed on March 31, 2014 (the “Original Filing”) to provide the interactive data files required by Item 601(b)(101) of Regulation S-K and Sections 405 and 406T of Regulation S-T.

No changes have been made to the Original Filing other than to add the information as described above. This Amendment should be read in conjunction with the Original Filing. This Amendment speaks as of the date of the Original Filing, does not reflect events that may have occurred after the date of the Original Filing and does not modify or update in any way the disclosures made in the Original Filing, except as required to reflect the revisions discussed above.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, World Surveillance Group Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: April 3, 2014

WORLD SURVEILLANCE GROUP INC.

By: /s/ Glenn D. Estrella  
 Name: Glenn D. Estrella,  
 Title: Chief Executive Officer, President and Director

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Glenn D. Estrella and W. Jeffrey Sawyers, jointly and severally, his attorney-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Annual Report on Form 10-K and to file same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof .

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of World Surveillance Group Inc. and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Glenn D. Estrella Glenn D. Estrella	Chief Executive Officer, President and Director (Principal Executive Officer)	April 3, 2014
/s/ W. Jeffrey Sawyers W. Jeffrey Sawyers	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	April 3, 2014
/s/ Felicia Hess Felicia Hess	Director	April 3, 2014
/s/ Wayne Jackson Wayne Jackson	Director	April 3, 2014
Anita Hulo	Director	April 3, 2014
/s/ Kevin Pruett Kevin Pruett	Director	April 3, 2014



ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2013 and 2012

Consolidated Statements of Operations for the years ended December 31, 2013 and 2012

Consolidated Statements of Stockholders' Deficit for the years ended December 31, 2013 and 2012

Consolidated Statements of Cash Flows for the years ended December 31, 2013 and 2012

Notes to Consolidated Financial Statements

(a)(3) Index to Exhibits

See attached Exhibit Index of this Annual Report on Form 10-K.

(b) Exhibits

The following exhibits are filed as part of this Annual Report on Form 10-K or are incorporated by reference to exhibits previously filed with the SEC. Exhibits which are incorporated herein by reference can be inspected and copied at the public reference facilities maintained by the Securities and Exchange Commission, 450 Fifth Street, Room 1024, N.W., Washington, DC 20549. Copies of such materials can also be obtained from the Public Reference Section of the SEC, 450 Fifth Street, N.W., Washington, DC 20549, at prescribed rates.

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EXHIBIT INDEX

Exhibit No.	Description of Exhibit
2.1	Stock Purchase Agreement by and among the Company, Lighter Than Air Systems Corp., Felicia Hess and Kevin Hess, dated March 28, 2013 (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on April 1, 2013 and incorporated herein by reference)
2.2	First Amendment to Agreement by and among the Company, Lighter Than Air Systems Corp., Felicia Hess and Kevin Hess, dated December 31, 2013 (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on January 7, 2014 and incorporated herein by reference)
3.1	Amended and Restated By-Laws of the Company (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on March 7, 2011 and incorporated herein by reference)
3.2	Amended and Restated Certificate of Incorporation (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on July 31, 2013 and incorporated herein by reference)
3.3	Certificate of Ownership of Sanswire Corp. and World Surveillance Group Inc. dated April 4, 2011 (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on April 19, 2011 and incorporated herein by reference)
4.1	Form of Class A Warrant (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on February 24, 2009 and incorporated herein by reference)
4.2	Form of Class B Warrant (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on February 24, 2009 and incorporated herein by reference)
4.3	Securities Purchase Agreement, dated November 10, 2010, by and among the Company and the purchasers identified therein (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on November 10, 2010 and incorporated herein by reference)
4.4	Form of Common Stock Purchase Warrant (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on February 1, 2011 and incorporated herein by reference)
4.5	Securities Purchase Agreement, dated November 23, 2010, by and among the Company and the purchasers identified therein (filed as an Exhibit to the Company's Annual Report on Form 10-K, as filed with the SEC on March 30, 2011 and incorporated herein by reference)
4.6	Form of Common Stock Purchase Warrant (filed as an Exhibit to the Company's Annual Report on Form 10-K, as filed with the SEC on March 30, 2011 and incorporated herein by reference)
4.7	Stock Purchase Agreement, dated May 2, 2011, by and among the Company and the purchasers identified therein (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on May 9, 2011 and incorporated herein by reference)
4.8	Registration Rights Agreement, dated May 2, 2011, by and among the Company and the purchasers identified therein (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on May 9, 2011 and incorporated herein by reference)
4.9	Stock Purchase Agreement, dated May 27, 2011, by and among the Company and the purchasers identified therein (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on June 2, 2011 and incorporated herein by reference)
4.10	Registration Rights Agreement, dated May 27, 2011, by and among the Company and the purchasers identified therein (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on June 2, 2011 and incorporated herein by reference)
4.11	



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- Securities Purchase Agreement, dated November 2, 2011, by and among the Company and the purchasers identified therein (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on November 8, 2011 and incorporated herein by reference)
- 4.12 Form of Common Stock Purchase Warrant (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on November 8, 2011 and incorporated herein by reference)
- 4.13 Securities Purchase Agreement, dated January 25, 2012, by and between the Company and the purchaser identified therein (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on February 7, 2012 and incorporated herein by reference)
- 4.14 4 <sup>3</sup>/<sub>4</sub>% Secured Convertible Debenture, dated January 25, 2012, by and between the Company and the purchaser identified therein (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on February 7, 2012 and incorporated herein by reference)
- 4.15 Equity Investment Agreement, dated January 25, 2012, by and between the Company and the purchaser identified therein (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on February 7, 2012 and incorporated herein by reference)
- 4.16\*\*\* Securities Purchase Agreement, dated March 27, 2013, by and among the Company and the purchasers identified therein
- 4.17\*\*\* Securities Purchase Agreement, dated January 14, 2014, by and among the Company and the purchasers identified therein
- 10.1+ Employment Agreement, dated October 6, 2010, by and between the Company and Barbara M. Johnson (filed as an Exhibit to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on November 12, 2010 and incorporated herein by reference)
- 10.2+ Amended and Restated Employment Agreement, dated July 30, 2013, by and between the Company and Glenn D. Estrella (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on July 31, 2013 and incorporated herein by reference)

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- 10.3+ Employment Agreement, dated February 8, 2011, by and between the Company and Jeffrey Sawyers (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on February 8, 2011 and incorporated herein by reference)
- 10.4+ Form of Indemnification Agreement (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on February 8, 2011 and incorporated herein by reference)
- 10.5+ 2011 Equity Compensation Incentive Plan (filed as an Exhibit to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on November 14, 2011 and incorporated herein by reference)
- 10.6+ 2013 Equity Compensation Incentive Plan (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on July 31, 2013 and incorporated herein by reference)
- 10.7+ Form Incentive Stock Option Agreement (filed as an Exhibit to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on August 14, 2013 and incorporated herein by reference)
- 10.8+ Form Non-Qualified Stock Option Agreement (filed as an Exhibit to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on August 14, 2013 and incorporated herein by reference)
- 10.9+ Form Restricted Stock Agreement (filed as an Exhibit to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on August 14, 2013 and incorporated herein by reference)
- 10.10+ Form Restricted Stock Unit Award Agreement (filed as an Exhibit to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on August 14, 2013 and incorporated herein by reference)
- 10.11+ Agreement dated November 13, 2012, between the Company, Glenn D. Estrella, W. Jeffrey Sawyers and Barbara M. Johnson (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on November 15, 2012 and incorporated herein by reference)
- 10.12+ Option Agreement, dated November 13, 2012 issued to Glenn D. Estrella (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on November 15, 2012 and incorporated herein by reference)
- 10.13+ Option Agreement, dated November 13, 2012 issued to W. Jeffrey Sawyers (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on November 15, 2012 and incorporated herein by reference)
- 10.14+ Option Agreement, dated November 13, 2012 issued to Barbara M. Johnson (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on November 15, 2012 and incorporated herein by reference)
- 10.15 Option Agreement by and among the Company, Lighter Than Air Systems Corp. and Felicia Hess, dated March 28, 2013 (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on April 1, 2013 and incorporated herein by reference)
- 10.16 Escrow Agreement by and among the Company, Lighter Than Air Systems Corp., Fleming PLLC and Felicia Hess, dated March 28, 2013 (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on April 1, 2013 and incorporated herein by reference)
- 10.17 Independent Contractor Agreement, dated July 29, 2013, by and among the Company, Lighter Than Air Systems Corp. and US Technik, Inc. (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on July 31, 2013 and incorporated herein by reference)
- 10.18 Settlement Agreement, dated December 31, 2012 between the Company and Brio Capital, L.P. and Brio Capital Master Fund Ltd. (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on May 15, 2013 and incorporated herein by reference)

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10.19	Ohio Lighter Than Air UAS Consortium Teaming Agreement, dated August 23, 2013, by and between the Company, The Trident Group, Ltd., EWA TRIAD, LLC and Advanced Virtual Engine Test Cell, Inc. (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on August 29, 2013 and incorporated herein by reference)
10.20	Settlement Agreement, dated September 24, 2013, between the Company and Anthony Bocchichio (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on September 27, 2013 and incorporated herein by reference)
10.21+	Form of Wage Conversion Option Agreement, dated September 25, 2013 (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on October 1, 2013 and incorporated herein by reference)
10.22+	Form of Conversion Agreement, dated September 25, 2013 (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on October 1, 2013 and incorporated herein by reference)
10.23+	Agreement dated December 31, 2013, between the Company, Glenn D. Estrella, Barbara M. Johnson and W. Jeffrey Sawyers (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on January 7, 2014 and incorporated herein by reference)
10.24+	Form of Option Agreement (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on January 7, 2014 and incorporated herein by reference)
10.25	Agreement by and among the Company, Lighter Than Air Systems Corp., Felicia Hess and Kevin Hess, dated December 31, 2013 (filed as an Exhibit to the Company's Current Report on Form 8-K, as filed with the SEC on January 7, 2014 and incorporated herein by reference)
10.26+***	Form of Non-Qualified Stock Option dated February 24, 2014
21.1***	List of the Company's Subsidiaries as of December 31, 2014
23.1***	Consent of Independent Registered Public Accounting Firm
24.1***	Power of Attorney (contained on Signature Page hereto)
31.1***	Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2***	Certification of the Principal Financial and Accounting Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1***	Certification of the Principal Executive Officer pursuant to U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2***	Certification of the Principal Financial and Accounting Officer pursuant to U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document**
101.SCH*	XBRL Taxonomy Extension Schema Document**
101.CAL*	XBRL Taxonomy Calculation Linkbase Document**
101.PRE*	XBRL Taxonomy Presentation Linkbase Document**
101.LAB*	XBRL Taxonomy Label Linkbase Document**
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document**

\* Filed herewith.

+ Indicates management contract relating to compensatory plans or arrangements

\*\* Pursuant to Rule 406T of Regulation S-T, these interactive data files shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

\*\*\* Previously filed or furnished, as applicable, with the Original Filing.

