

EVOLVING SYSTEMS INC  
Form SC 13G/A  
February 12, 2014

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 13G/A**

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)**

**(Amendment No. 2)\***

Evolving Systems, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

30049R209  
(CUSIP Number)

December 31, 2013  
(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)

þ Rule 13d-1(c)

o Rule 13d-1(d)

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\* 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 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 the Notes).

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**SCHEDULE 13G/A2**

**CUSIP No. 30049R209 Page 2 of 4 Pages**

**1** NAME OF REPORTING PERSON  
Lloyd I.  
Miller, III

**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

**5** SOLE VOTING POWER  
\*\*\*

**6** SHARED VOTING POWER  
\*\*\*

**7** SOLE DISPOSITIVE POWER  
\*\*\*

**8** SHARED DISPOSITIVE POWER  
\*\*\*

**9** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**AGGREGATE AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON**  
\*\*\*

**10**      **CHECK BOX IF  
THE  
AGGREGATE  
AMOUNT IN  
ROW (9)      0  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)**  
\*\*\*%

**11**      **TYPE OF REPORTING  
PERSON**  
\*\*\*

**12**

\*\*\* See Item 4.

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Item 1(a). Name of Issuer: Evolving Systems, Inc.

Item 1(b). Address of Issuers' Principal Executive Offices: 9777 Pyramid Court  
Suite 100  
Englewood, Colorado 80112

Item 2(a). Name of Person Filing: Lloyd I. Miller, III

Item 2(b). Address of Principal Business Office or, if None, Residence: 222 Lakeview Avenue  
Suite 160-365  
West Palm Beach, Florida 33401

Item 2(c). Citizenship: U.S.A.

Item 2(d). Title of Class of Securities: Common Stock, par value \$0.001 per share

Item 2(e). CUSIP Number: 30049R209

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable, this statement is filed pursuant to 13d-1(c)

Item 4. OWNERSHIP: See Item 5 below.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not Applicable

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

Item 8. IDENTIFICATION AND 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.

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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.

Dated: February 12, 2014 /s/ Lloyd I. Miller, III  
Lloyd I. Miller, III