

MAXWELL TECHNOLOGIES INC
Form SC 13G/A
February 08, 2019
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(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. 1)¹

Maxwell Technologies, Inc.
(Name of Issuer)

Common Stock, \$0.10 par value per share
(Title of Class of Securities)

577767106
(CUSIP Number)

February 4, 2019
(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)

¹ 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*).

CUSIP NO. 577767106

1	NAME OF REPORTING PERSON	
	VIEX Opportunities Fund, LP - Series One*	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
5	DELAWARE SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	- 0 -
	6	SHARED VOTING POWER - 0 -
	7	SOLE DISPOSITIVE POWER - 0 -
	8	SHARED DISPOSITIVE POWER - 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	- 0 - CHECK BOX IF THE AGGREGATE	

AMOUNT IN ROW
(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 0%
TYPE OF REPORTING
PERSON

PN

*The Series One is part of a series of VIEX Opportunities Fund, LP, a series limited partnership

CUSIP NO. 577767106

1	NAME OF REPORTING PERSON	
	Viex Special Opportunities Fund II, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF	5	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		- 0 -
	6	SHARED VOTING POWER
		- 0 -
	7	SOLE DISPOSITIVE POWER
		- 0 -
	8	SHARED DISPOSITIVE POWER
		- 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW	

(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 0%
TYPE OF REPORTING
PERSON

PN

CUSIP NO. 577767106

1	NAME OF REPORTING PERSON	
	VIEX Special Opportunities Fund III, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF	5	SOLE VOTING POWER
SHARES BENEFICIALLY		- 0 -
OWNED BY	6	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	7	SOLE DISPOSITIVE POWER
		- 0 -
	8	SHARED DISPOSITIVE POWER
		- 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		- 0 -
10		

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

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 0%
TYPE OF REPORTING
PERSON

OO

CUSIP NO. 577767106

1	NAME OF REPORTING PERSON	
	VIEX GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		- 0 -
6		SHARED VOTING POWER
		- 0 -
7		SOLE DISPOSITIVE POWER
		- 0 -
8		SHARED DISPOSITIVE POWER
		- 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW	

(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 0%
TYPE OF REPORTING
PERSON

OO

CUSIP NO. 577767106

1	NAME OF REPORTING PERSON	
	VIEX Special Opportunities GP II, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		- 0 -
6		SHARED VOTING POWER
		- 0 -
7		SOLE DISPOSITIVE POWER
		- 0 -
8		SHARED DISPOSITIVE POWER
		- 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -	
10		

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

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 0%
TYPE OF REPORTING
PERSON

IN

CUSIP NO. 577767106

1	NAME OF REPORTING PERSON	
	VIEX Special Opportunities GP III, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		- 0 -
6		SHARED VOTING POWER
		- 0 -
7		SOLE DISPOSITIVE POWER
		- 0 -
8		SHARED DISPOSITIVE POWER
		- 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -	
10		

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

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 0%
TYPE OF REPORTING
PERSON

OO

CUSIP NO. 577767106

1	NAME OF REPORTING PERSON	
	VIEX Capital Advisors, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
5	DELAWARE SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		- 0 -
	6	SHARED VOTING POWER
		- 0 -
	7	SOLE DISPOSITIVE POWER
		- 0 -
	8	SHARED DISPOSITIVE POWER
		- 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	- 0 - CHECK BOX IF THE AGGREGATE	

AMOUNT IN ROW
(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 0%
TYPE OF REPORTING
PERSON

IA

CUSIP NO. 577767106

1	NAME OF REPORTING PERSON	
	Eric Singer	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		- 0 -
	6	SHARED VOTING POWER
		- 0 -
	7	SOLE DISPOSITIVE POWER
		- 0 -
	8	SHARED DISPOSITIVE POWER
		- 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW	

(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 0%
TYPE OF REPORTING
PERSON

IN

CUSIP NO. 577767106

Item 1(a).

Name of Issuer:

Maxwell Technologies, Inc., a Delaware corporation (the “Issuer”).

Item 1(b).

Address of Issuer’s Principal Executive Offices:

3888 Calle Fortunada, San Diego, California 92123

Item 2(a).

Name of Person Filing:

This Schedule 13G is being jointly filed by VIEX Opportunities Fund, LP – Series One (“Series One”), a series of VIEX Opportunities Fund, LP, a Delaware series limited partnership, VIEX Special Opportunities Fund II, LP (“VSO II”), a Delaware limited partnership, VIEX Special Opportunities III, LP (“VSO III”), a Delaware limited partnership, VIEX GP, LLC (“VIEX GP”), a Delaware limited liability company, VIEX Special Opportunities GP II, LLC (“VSO GP II”), a Delaware limited liability company, VIEX Special Opportunities GP III, LLC (“VSO GP III”), a Delaware limited liability company, VIEX Capital Advisors, LLC (“VIEX Capital”), a Delaware limited liability company, and Eric Singer, a citizen of the United States of America. Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.”

VIEX GP is the general partner of Series One. VSO GP II is the general partner of VSO II. VSO GP III is the general partner of VSO III. VIEX Capital is the investment manager to Series One, VSO II and VSO III. Mr. Singer is the managing member of each of VIEX GP, VSO GP II, VSO GP III and VIEX Capital. By virtue of these relationships, each of VIEX GP, VIEX Capital and Mr. Singer may be deemed to beneficially own the securities beneficially owned by Series One, and each of VSO GP III, VIEX Capital, and Mr. Singer may be deemed to beneficially own the securities beneficially owned by VSO III.

Item 2(b).

Address of Principal Business Office or, if none, Residence:

The principal business office of each of the Reporting Persons is 825 Third Avenue, 33rd Floor, New York, New York 10022.

Item 2(c).

Citizenship:

Each of Series One, VSO II, VSO III, VIEX GP, VSO GP II, VSO GP III, and VIEX Capital is organized under the laws of Delaware. Mr. Singer is a citizen of the United States of America.

Item 2(d).

Title of Class of Securities:

Common Stock, \$0.10 par value (the “Shares”)

Item 2(e).

CUSIP Number:

577767106

CUSIP NO. 577767106

Item 3. If this statement is filed pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

☒ / Not Applicable

- (a) / ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (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) / ☐ Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).*
- (f) / ☐ Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
- (g) / ☐ Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).**
- (h) / ☐ Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) / ☐ Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).
- (j) / ☐ Non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- (k) / ☐ Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4.

Ownership.

As of the date hereof, the Reporting Persons no longer beneficially owned any Shares of the Issuer.

Item 5.

Ownership of 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 [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 or Control Person.

Not Applicable.

CUSIP NO. 577767106

Item 8. Identification and Classification of Members of the Group.

See Exhibit 99.1 to the Schedule 13G filed by the Reporting Persons with the Securities and Exchange Commission on August 14, 2018.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

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, other than activities solely in connection with a nomination under § 240.14a-11.

CUSIP NO. 577767106

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2019

VIEX Opportunities Fund, LP
– Series One

By: VIEX GP, LLC
General Partner

By: /s/ Eric Singer
Name: Eric Singer
Title: Managing Member

VIEX GP, LLC

By: /s/ Eric Singer
Name: Eric Singer
Title: Managing Member

VIEX Special Opportunities
Fund II, LP

VIEX Special
By: Opportunities GP II, LLC
General Partner

By: /s/ Eric Singer
Name: Eric Singer
Title: Managing Member

VIEX Special Opportunities
GP II, LLC

By: /s/ Eric Singer

Name: Eric Singer
Title: Managing Member

VIEX Special Opportunities
Fund III, LP

By: VIEX Special
Opportunities GP III,
LLC
General Partner

By: /s/ Eric Singer
Name: Eric Singer
Title: Managing Member

CUSIP NO. 577767106

VIEX Special Opportunities
GP III, LLC

By: /s/ Eric Singer
Name: Eric Singer
Title: Managing Member

VIEX Capital Advisors, LLC

By: /s/ Eric Singer
Name: Eric Singer
Title: Managing Member

/s/ Eric Singer
Eric Singer

