INNOVATIVE SOLUTIONS & SUPPORT INC
Form 424B3
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PROSPECTUS

3,523,549 Shares

INNOVATIVE SOLUTIONS AND SUPPORT, INC.

Common Stock Par Value $.001 per Share

All of the shares of our common stock offered hereby are being sold by the shareholders named in this prospectus or their successors in interest. See the Selling Shareholders section on page 7. We will not receive any proceeds from the sale of the shares of common stock offered hereby. We have agreed to bear certain expenses (other than broker discounts and commissions, if any) in connection with the registration of the common stock.

Our common stock is traded on the Nasdaq National Market under the symbol ISSC.

The shares of common stock may be sold from time to time by the Selling Shareholders or their successors in interest.

Our principal offices are located at 720 Pennsylvania Drive, Exton, Pennsylvania, and our telephone number is (610) 646-9800.

Investing in our common stock involves risks. See the Risk Factors section on page 1.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is May 21, 2007.

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ABOUT THIS PROSPECTUS

This prospectus contains information about us and our shares of common stock being offered by this prospectus. In addition, as described below in the section entitled Available Information, we have filed and plan to continue filing other documents with the Securities and Exchange Commission that contain information about us and our common stock. These other documents are incorporated by reference in this prospectus. Before you decide to invest in common stock being offered by this prospectus, you should read this prospectus and the other documents we file with the Securities and Exchange Commission.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus. If anyone provides you with different or inconsistent information, you should not rely upon it. The Selling Shareholders are offering to sell these securities only in jurisdictions where such offer and sale are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of common stock. Our financial condition, results of operations or prospects may have changed since that date.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information contained in or incorporated by reference into this prospectus contains statements, which, to the extent that they are not recitations of historical fact, constitute forward-looking statements within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934. The words anticipate, believe, estimate, expect, intend, may, plan, outlook, would, should, guidance, poten forecast, and similar expressions are intended to identify forward-looking statements. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions, which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or implied by these statements. Numerous factors, including potentially the following factors, could affect the Company s forward-looking statements and actual performance:

- continued market acceptance of our air data systems products;
- our ability to obtain future contracts and awards;
- the availability of government funding and customer requirements;

- difficulties in developing and producing our flat-panel display system, or COCKPIT/IP, or other planned products or product enhancements;
- market acceptance of our COCKPIT/IP system or other planned products or product enhancements;
- our ability to gain regulatory approval of our products in a timely manner;
- delays in receiving components from third party suppliers;
- the competitive environment;
- the termination of programs or contracts for convenience by customers;
- failure to retain key personnel;
- new product offerings from competitors;
- potential future acquisitions;
- protection of intellectual property rights;
- our ability to service the international market; and
- other factors disclosed from time to time in our filings with the Securities and Exchange Commission.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company does not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events, circumstances or changes in expectations after the date of this prospectus, or to reflect the occurrence of unanticipated events. The forward-looking statements in this document are intended to be subject to the safe harbor protection provided by Sections 27A of the Securities Act and 21E of the Exchange Act.

For a discussion identifying some important factors that could cause actual results to vary materially from those anticipated in the forward-looking statements, which could have a material adverse affect on our business and thereby cause our stock price to decline, see the risks set forth in the Risk Factors section beginning on page 1 of this prospectus, elsewhere in this prospectus and in our other filings with the SEC that we incorporate by reference into this prospectus.

THE COMPANY

Innovative Solutions and Support, Inc. (the Company or we) was founded in 1988. The Company designs, manufactures and sells flight information computers, flat-panel displays and advanced monitoring systems to the Department of Defense (DoD), government agencies, defense contractors, commercial air transport carriers, original equipment manufacturers, and corporate/general aviation markets. The Company is also positioning itself as a system integrator; this capability provides the Company with the potential to generate more substantive orders over a diverse product base. The Company has demonstrated the ability to incorporate added functionality such as charting, mapping and synthetic vision systems into its Flat Panel Systems product line. Our strategy as both a manufacturer and integrator is to leverage the latest technologies developed for the personal computer and telecommunications industries into advanced, cost-effective solutions for both the aviation industry and DoD. We believe this approach, combined with our industry experience, enables us to develop high-quality products and systems, substantially reduce product time to market and achieve cost advantages over the products offered by our competitors.

The Company was incorporated in Pennsylvania on February 12, 1988. Our principal offices are located at 720 Pennsylvania Drive, Exton, Pennsylvania, and our telephone number is (610) 646-9800. We maintain a website on the Internet at http://www.innovative-ss.com. Our website, and the information contained therein, is not intended to be part of this prospectus.

RISK FACTORS

An investment in our common stock involves a significant degree of risk. The risks described below are not the only ones facing our company. Additional risks not necessarily known to us or that we currently deem immaterial may also impair our business operations.

Risks Related to Our Business

Our sales principally relate to air data and flat panel systems products, and we cannot be certain that the market will continue to accept these or other products.

During fiscal 2006 and 2005, we derived 62% and 94%, respectively, of our revenues from the sale of air data systems and related products. We expect that revenues from our air data products will continue to decline as the peak demand associated with the FAA s Domestic Reduced Vertical Separation Minimum (RVSM) has been accommodated. Accordingly, our revenues will decrease if new products such as our Flat Panel Display Systems do not receive market acceptance or if our existing customers do not continue to incorporate our products in their retrofitting or manufacturing of aircraft. In seeking new customers, it may be difficult for our products to displace competing products. Accordingly, we cannot assure you that potential customers will accept our products or that existing customers will not abandon them.

A portion of our sales have been, and we expect will continue to be, to defense contractors or government agencies in connection with government aircraft retrofit or original manufacturing contracts. Sales to government contractors and government agencies accounted for approximately 29% and 20%, respectively, of our revenues during fiscal 2006 and 2005. Our revenues in this area could decline as a result of Department of Defense (which we refer to as DoD) spending cuts and general budgetary constraints.

In addition, our revenues are concentrated with a limited number of customers. We derived 47% of our revenues during fiscal year 2006 from 5 customers, DoD, Department of National Defense Canada, ABX Air, Boeing and Star Aviation. We derived 47% of our revenues during fiscal year 2005 from 5 customers, Bombardier, Star Aviation, Garrett, FedEx and the DoD. We expect a relatively small number of customers to account for a majority of our revenues for the foreseeable future. As a result of our concentrated customer base, a loss of one or more of these customers could have a material adverse effect on our revenues and results of operations.

The growth of our customer base could be limited by delays or difficulties in completing the development and introduction of our planned products or product enhancements. If we fail to enhance existing products or to develop and achieve market acceptance for flat panel displays and other new products that meet customer requirements, our business may not grow.

Although a substantial majority of our revenues in the past have come from sales of air data systems and related products, we currently spend a large portion of our research and development efforts in developing and marketing our flat panel display systems (COCKPIT/IP) and complementary products. Our ability to grow and diversify our operations through the introduction and sale of new products, such as flat panel display systems, is dependent upon our success in continuing product development and engineering activities as well as our sales and marketing efforts and our ability to obtain requisite approvals to sell such products. Our sales growth will also depend in part on the market acceptance of and demand for our COCKPIT/IP and future products. We cannot be certain that we will be able to develop, introduce or market our COCKPIT/IP or other new products or product enhancements in a timely or cost-effective manner or that any new products will receive market acceptance or necessary regulatory approval.

We rely on third party suppliers for components of our air data systems products, and any interruption in the supply of these components could hinder our ability to deliver our products.

Our manufacturing process consists primarily of assembling components purchased from our supply chain. These suppliers may not continue to be available to us. If we are unable to maintain relationships with key third party suppliers, the development and distribution of our products could be delayed until equivalent components can be obtained and integrated into our products. In addition, substitution of certain components from other manufacturers may require FAA or other approval, which could delay our ability to ship products.

Our government retrofit projects are generally pursuant to either a direct contract with a government agency or a subcontract with the general contractor to a government agency. Each contract includes various federal regulations that impose certain requirements on us, including the ability of the government agency or general contractor to alter the price, quantity or delivery schedule of our products. In addition, the government agency or general contractor retains the right to terminate the contract at any time at its convenience. Upon alteration or termination of these contracts, we would be entitled to an equitable adjustment to the contract price so that we may receive the purchase price for items we have delivered and reimbursement for allowable costs we have incurred. Accordingly, because these contracts can be terminated, we cannot assure you that our government retrofit backlog will result in sales.

We depend on key personnel to manage our business effectively, and if we are unable to retain our key employees, our ability to compete could be harmed.

Our success depends on the efforts, abilities and expertise of our senior management and other key personnel. With the exception of our President, we generally do not have employment agreements with our employees. There can be no assurance that we will be able to retain such employees, the loss of some of whom could hurt our ability to execute our business strategy. We intend to continue hiring key management and sales and marketing personnel. Competition for such personnel is intense, and we may not be able to attract or retain additional qualified personnel. We do not maintain key man life insurance for our executive officers.

Our future success will depend in part on our ability to implement and improve our operational, administrative and financial systems and controls and to manage, train and expand our employee base. We cannot assure you that our current and planned personnel levels, systems, procedures and controls will be adequate to support our future operations. If inadequate, we may not be able to exploit existing and potential market opportunities. Any delays or difficulties we encounter could impair our ability to attract new customers or enhance our relationships with existing customers.

Our revenue and operating results may vary significantly from quarter to quarter, which may cause our stock price to decline.

Our revenues and operating results may vary significantly from quarter to quarter due to a number of factors, including:

- demand for our products;
- capital expenditure budgets of aircraft owners and operators and appropriation cycles of the U.S. government;
- changes in the use of our products, including air data systems and flat panel displays;
- delays in introducing or obtaining government approval for new products;
- new product introductions by competitors;
- changes in our pricing policies or the pricing policies of our competitors; and
- costs related to possible acquisitions of technologies or businesses.

We plan to increase our operating expenses to expand our sales and marketing operations and fund greater levels of product development. As a result, a delay in generating revenues could cause significant variations in our operating results from quarter to quarter.

Our competition includes other manufacturers of air data systems and flight information displays against whom we may not be able to compete successfully.

The markets for our products are intensely competitive and subject to rapid technological change. Our competitors include Kollsman, Inc., Honeywell International Inc., Rockwell Collins Inc., Smiths Industries plc and L-3 Communications. Substantially all of our competitors have significantly greater financial, technical and human resources than we do. In addition, our competitors have much greater experience in and resources for marketing their products. As a result, our competitors may be able to respond more quickly to new or emerging technologies and customer preferences or devote greater resources to the development, promotion and sale of their products than we can. Our competitors may also have greater name recognition and more extensive customer bases that they can use to their benefit. This competition could result in price reductions, fewer customer orders, reduced gross margins and loss of market share.

We may not be able to identify or complete acquisitions or we may consummate an acquisition that adversely affects our operating results.

One of our strategies is to acquire businesses or technologies that will complement our existing operations. We have limited experience in acquiring businesses or technologies. There can be no assurance that we will be able to acquire or profitably manage acquisitions or successfully integrate them into our operations. Furthermore, certain risks are inherent in pursuing acquisitions, such as the diversion of management s time and attention and combining disparate company cultures and facilities. Acquisitions may have an adverse effect on our operating results, particularly in quarters immediately following the consummation of such transactions, as we integrate the operations of the acquired businesses into our operations. Once integrated, acquisitions may not perform as expected.

Our success depends on our ability to protect our proprietary rights, and there is a risk of infringement. If we are unable to protect and enforce our intellectual property rights, we may be unable to compete effectively.

Our success and ability to compete will depend in part on our ability to obtain and maintain patent or other protection for our technology and products, both in the United States and abroad. In addition, we must operate without infringing the proprietary rights of others.

We currently hold 17 U.S. patents and have 5 U.S. patent applications pending. In addition, we hold 11 international patents and have 13 international patent applications pending. We cannot be certain that patents will be issued on any of our present or future applications. In addition, our existing patents or any future patents may not adequately protect our technology if they are not broad enough, are successfully challenged or other entities are able to develop competing methods without violating our patents. If we are not successful in protecting our intellectual property, competitors could begin to offer products that incorporate our technology. Patent protection involves complex legal and factual questions and, therefore, is highly uncertain, and litigation relating to intellectual property is often very time consuming and expensive. If a successful claim of patent infringement were made against us or we are unable to develop non-infringing technology or license the infringed or similar technology on a timely and cost-effective basis, we might not be able to make some of our products.

Risks Related to Our Industry

If we are unable to respond to rapid technological change, our products could become obsolete and our reputation could suffer.

Future generations of air data systems, engine and fuel displays and flat panel displays embodying new technologies or new industry standards could render our products obsolete. The market for aviation products is subject to rapid technological change, new product introductions, changes in customer preferences and evolving industry standards. Our future success will depend on our ability to:

- adapt to rapidly changing technologies;
- adapt our products to evolving industry standards; and
- develop and introduce a variety of new products and product enhancements to address the increasingly sophisticated needs of our customers.

Our future success will also depend on our developing high quality, cost-effective products and enhancements to our products that satisfy the needs of our customers and on our introducing these new technologies to the marketplace in a timely manner. If we fail to modify or improve our products in response to evolving industry standards, our products could rapidly become obsolete.

Our products are currently subject to direct regulation by the U.S. Federal Aviation Administration (FAA), its European counterpart, the European Aviation Safety Administration (EASA), and other comparable organizations.

Our products, as they relate to aircraft applications, must be approved by the FAA, EASA or other comparable organizations before they can be used in an aircraft. To be certified, we must demonstrate that our products are accurate and able to maintain certain levels of repeatability over time. Although the certification requirements of the FAA and the EASA are substantially similar, there is no formal reciprocity between the two systems. Accordingly, even though some of our products are FAA-approved, we may need to obtain approval from the EASA or other appropriate organizations to have them certified for installation outside the United States.

Significant delay in receiving certification for newly developed products or enhancements to our products or losing certification for our existing products could result in lost sales or delays in sales. Furthermore, the adoption of additional regulations or product standards, as well as changes to the existing product standards, could require us to change our products and underlying technology. We cannot assure you that we will receive regulatory approval on a timely basis or at all.

Because our products utilize sophisticated technology and are deployed in complex aircraft cockpit environments, problems with these products may arise that could seriously harm our reputation for quality assurance and our business.

Our products use complex system designs and components that may contain errors, omissions or defects, particularly when we incorporate new technologies into our products or we release new versions or enhancements of our products. Despite our quality assurance process, errors, omissions or defects could occur in our current products, in new products or in new versions or enhancements of existing products after commercial shipment has begun. We may be required to redesign or recall those products or pay damages. Such an event could result in the following:

- delay or loss of revenues;
- cancellation of customer contracts;
- diversion of development resources;
- damage to our reputation;
- increased service and warranty costs; or
- litigation costs.

Although we currently carry product liability insurance, this insurance may not be adequate to cover our losses in the event of a product liability claim. Moreover, we may not be able to maintain such insurance in the future.

We have limited experience in marketing and distributing our products internationally.

We expect to derive an increasing amount of our revenues from sales outside the United States, particularly in Europe. There are certain risks inherent in doing business on an international basis, such as:

- differing regulatory requirements for products being installed in aircraft;
- legal uncertainty regarding liability;
- tariffs, trade barriers and other regulatory barriers;
- political and economic instability;
- changes in diplomatic and trade relationships;
- potentially adverse tax consequences;
- the impact of recessions in economies outside the United States; and
- variance and unexpected changes in local laws and regulations.

Currently, all of our international sales are denominated in U.S. dollars. An increase in the value of the dollar compared to other currencies could make our products less competitive in foreign markets. In the future, we may be required to conduct sales in local currencies, exposing us to changes in exchange rates that could adversely affect our operating results.

Risks Related to Our Stock

Future sales of shares of our common stock in the public market by our shareholders or issuances of equity or convertible securities by us, may depress our stock price and make it difficult for you to recover the full value of your investment in our shares.

If our existing shareholders sell substantial amounts of our common stock in the public market pursuant to this registration statement or following this offering, if we issue additional shares of common stock or convertible debt securities to raise additional capital or if there is a perception that these sales or issuances may occur, the market price of our common stock could decline. In addition, if we issue additional shares of common stock, your percentage of ownership in us would be reduced. We cannot predict the size of future issuances or sales of common stock or the effect, if any, that future issuances and sales of shares of our common stock may have on the market price of our common stock. As of April 18, 2007 we had outstanding approximately 16,879,501 shares of common stock. The shares of common stock sold in this offering not purchased by affiliates will be freely tradable, without restriction, in the public market.

The Selling Shareholders have significant influence over shareholder votes.

As of as of April 18, 2007, the Selling Shareholders beneficially owned approximately 24.9% of the voting power of the Company. Accordingly, the Selling Shareholders have had and will have significant influence in determining the composition of our Board of Directors and other significant matters requiring shareholder approval or acquiescence, including amendments to our certificate of incorporation, a substantial sale of assets, a merger or similar corporate transaction or a non-negotiated takeover attempt. Such concentration of ownership may discourage a potential acquirer from making an offer to buy the Company, which in turn could adversely affect the market price of our common stock.

We have no intention to pay dividends.

We have not paid cash dividends on our common stock, and we do not expect to declare cash dividends on our common stock in the near future. We intend to retain any earnings to finance the growth of our business.

Provisions of our charter documents and Pennsylvania law may have anti-takeover effects that could prevent a change in control even if the change in control would be beneficial to our shareholders.

Our articles of incorporation and bylaws, as well as the corporate laws under which we are governed, contain provisions that may have the effect of discouraging certain transactions involving an actual or threatened change of control. Such provisions could limit the price that certain investors might be willing to pay in the future for our stock. In addition, our board may issue shares of preferred stock without shareholder approval on such terms and conditions, and having such rights, privileges and preferences, as our board may determine. The rights of the holders of the common stock will be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued in the future. We currently have no plans to issue preferred stock.

Our stock price historically has been volatile, which may make it more difficult to resell common stock at attractive prices.

The market price of our common stock has been highly volatile in the past, and may continue to be volatile in the future. The following factors could significantly affect the market price of our common stock:

- quarter-to-quarter variations in our operating results;
- our announcements about the performance of our products as well as our competitors announcements about the performance of their products;

- changes in earnings estimates by, or failure to meet the expectations of, securities analysts;
- regulatory action;
- increased price competition;
- developments or disputes concerning intellectual property rights; and
- general conditions in the economy or the aviation industry.

In the past, following periods of volatility in the market price of a particular company s securities, securities class-action litigation has often been brought against that company. We may become involved in this type of litigation in the future. Litigation of this type is often expensive to defend and may divert management s attention and resources from the operation of our business.

USE OF PROCEEDS

We will not receive any of the proceeds from the offer and sale of the shares of common stock by the Selling Shareholders. See the Selling Shareholders section below.

SELLING SHAREHOLDERS

The Selling Shareholders are listed in the table below. They have registered 3,523,549 shares of common stock for sale pursuant to this prospectus. The Selling Shareholders or pledgees, donees, transferees or other successors in interest may offer the shares of common stock for resale from time to time. The number of shares of common stock that may actually be sold by each Selling Shareholder will be determined by such Selling Shareholder. Because the Selling Shareholders may sell all, some or none of the shares of common stock covered by this prospectus, and because the offering contemplated by this prospectus is not being underwritten, no estimate can be given as to the number of shares of common stock that will be held by the Selling Shareholders upon termination of the offering.

The table below sets forth the number and percentage of outstanding shares of common stock beneficially owned by each Selling Shareholder as of the date of this prospectus, the number of shares of common stock being offered by this prospectus and the number and percentage of outstanding shares of common stock that will be owned assuming the sale of all of the shares of common stock registered under this prospectus. Beneficial ownership is based on 16,879,501 shares issued and outstanding as of April 18, 2007 determined in accordance with Securities and Exchange Commission rules and generally includes voting or investment power with respect to securities.

	Shares Beneficially Owned		Number of Shares Offered Hereby	Shares Beneficially Owned After Sale of Shares Offered Hereby	
Name of Shareholder	**Number**	**Percent**		**Number**	**Percent**
Joel P. Adams	1,050	*	1,050	0	*
Glen R. Bressner(1)	23,997	*	12,464	11,533	*
Winston J. Churchill/CIP Capital LP(1)(5)	59,536	*	25,005	34,531	*
Benjamin Cosgrove (Estate of)(2)	35,670	*	12,666	23,004	*
J. Jackson Eaton III	2,295	*	2,295	0	*
David C. Hall	34,365	*	34,365	0	*
Geoffrey S.M. Hedrick(3)	4,000,177	23.7 %	3,402.729	597,448	3.5 %
Lifepath Inc.(4)	1,500	*	1,500	0	*
Jennifer Olin	2,354	*	2,354	0	*
Margaret Anne Pontani, as Custodian for Florian Cornelius Pontani	4,983	*	4,983	0	*
Margaret Anne Pontani, as Custodian for Patrick Finnian Pontani	4,983	*	4,983	0	*
Robert H. Rau(1)	26,654	*			