



- “ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

World Surveillance Group Inc. (the “Company”) previously reported the completed acquisition (the “Acquisition”) of Lighter Than Air Systems Corp. (“LTAS”) in accordance with the terms of a Stock Purchase Agreement by and among the Company, LTAS, Felicia Hess and Kevin Hess pursuant to which the Company acquired 100% of the outstanding shares of capital stock of LTAS on its Current Report on Form 8-K filed on April 1, 2013 (the “Initial 8-K”). This Amendment No. 1 to Current Report on Form 8-K/A (this “Form 8-K/A”) amends the Initial 8-K to include the financial statements and pro forma financial information required to be filed in connection with the Acquisition pursuant to Item 9.01 (a) and (b) of Form 8-K. The information previously reported under Item 2.01 in the Initial 8-K is hereby incorporated by reference into this Form 8-K/A.

## **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

### **(a) Financial Statements of Businesses Acquired.**

The following historical audited financial statements of Lighter Than Air Systems Corp. are filed as Exhibit 99.1 hereto:

Independent Auditors’ Report

Balance Sheet as of December 31, 2012

Statements of Operations for the year ended December 31, 2012

Statement of Changes in Stockholders’ Equity (Deficit) for the year ended December 31, 2012

Statement of Cash Flows for the year ended December 31, 2012

Notes to Financial Statements

### **(b) Pro Forma Financial Information.**

The following unaudited pro forma financial statements, including the notes thereto, of World Surveillance Group Inc. are filed as Exhibit 99.2 hereto:

- Unaudited Pro Forma Condensed Consolidated Balance Sheet as of December 31, 2012

- Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 2012

- Notes to the Unaudited Pro Forma Condensed Consolidated Financial Statements

- Unaudited Pro Forma Condensed Consolidated Statement of Operations for the three months ended March 31, 2013

- Notes to the Unaudited Pro Forma Condensed Consolidated Financial Statements

**(d) Exhibits.** The following exhibits are filed with this Report:

<u>Exhibit Number</u>	<u>Description</u>
23.1	Consent of Rosen Seymour Shapss Martin & Company LLP
99.1	Audited financial statements of Lighter Than Air Systems Corp. as of and for the year ended December 31, 2012
99.2	Unaudited pro forma financial statements of Registrant as of December 31, 2012 and for the year ended December 31, 2012 and the three months ended March 31, 2013

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**World Surveillance Group Inc.**  
(Registrant)

Date: June 17, 2013      /s/ Glenn D. Estrella  
By: Glenn D. Estrella  
Title: President and Chief Executive Officer