

NVE CORP /NEW/
Form SC 13G
March 13, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

NVE Corporation

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

629445206

(CUSIP Number)

December 31, 2012

(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)

* 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 the disclosures provided in a prior cover page.

The information required in 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 Instructions).

CUSIP No.: 629445206

1 NAME OF REPORTING PERSON
Conestoga Capital Advisors LLC

I.R.S. IDENTIFICATION NO. OF

ABOVE PERSON (ENTITIES ONLY)
23-3072906

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5 SOLE VOTING POWER
209,505

6 SHARED VOTING POWER
None

7 SOLE DISPOSITIVE POWER
284,674

8 SHARED DISPOSITIVE POWER
None

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
284,674

10

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

11

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.85%

12

TYPE OF REPORTING PERSON
IA

CUSIP No.: 629445206

ITEM 1(a). NAME OF
ISSUER:

NVE
Corporation

ITEM 1(b). ADDRESS OF
ISSUER'S
PRINCIPAL

EXECUTIVE
OFFICES:

11409 Valley
View Road, Eden
Prairie,
Minnesota,
55344

ITEM 2(a). NAME OF
PERSON
FILING:

Conestoga
Capital Advisors
LLC

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

259 N.
Radnor-Chester
Road, Radnor
Court, Suite 120,
Radnor, PA
19087

ITEM 2(c). CITIZENSHIP:

Delaware

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

Common Stock,
\$0.01 Par Value

ITEM 2(e). CUSIP
NUMBER:

629445206

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK
WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (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) ☒ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);

- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of December 31, 2012, the Reporting Person indirectly beneficially owned 284,674 shares of the Issuers Common Stock. Such shares of the Issuers Common Stock were directly beneficially owned by the Accounts, none of which beneficially owned more than 5.0% of the Issuers issued and outstanding Common Stock.

(b) Percent of class:

As of December 31, 2012, the Reporting Person indirectly beneficially owned 5.85% of the Issuers issued and outstanding Common Stock (based on 4,860,436 shares of the Issuers Common Stock outstanding as of January 18, 2013, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on January 23, 2013). Such shares of the Issuers Common Stock were directly beneficially owned by the Accounts, none of which beneficially owned more than 5.0% of the Issuers issued and outstanding Common Stock.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

209,505

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

284,674

(iv) Shared power to dispose or to direct the disposition of:

0

OWNERSHIP OF
ITEM 5. 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 [☐].

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 acquired
and are held in the
ordinary course of
business and 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.

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.

March 13, 2013

Date

Conestoga Capital Advisors LLC

/s/Duane R. D'Orazio

Signature

Duane R. D'Orazio, Chief Compliance Officer

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).