

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-25**
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(HTML Version on secdatabase.com)

REPORTING OWNER

Vanasek James Thomas

CIK: **1335689**

Type: **4** | Act: **34** | File No.: **001-07872** | Film No.: **13550328**

Mailing Address
C/O VN CAPITAL
MANAGEMENT, LLC
198 BROADWAY, SUITE 406
NEW YORK NY 10038

NOONE PATRICK DONNELL

CIK: **1567270**

Type: **4** | Act: **34** | File No.: **001-07872** | Film No.: **13550327**

Mailing Address
1133 BROADWAY, SUITE
1609
NEW YORK NY 10010

ISSUER

BREEZE-EASTERN CORP

CIK: **99359** | IRS No.: **954062211** | State of Incorporation: **DE** | Fiscal Year End: **0331**
SIC: **3728** Aircraft parts & auxiliary equipment, nec

Mailing Address
35 MELANIE LANE
WHIPPANY NJ 07981

Business Address
35 MELANIE LANE
WHIPPANY NJ 07981
973 602 1001

JOINVILLE CAPITAL MANAGEMENT, LLC

CIK: **1567511**

Type: **4** | Act: **34** | File No.: **001-07872** | Film No.: **13550329**

Mailing Address
1133 BROADWAY
SUITE 1609
NEW YORK NY 10010

Business Address
1133 BROADWAY
SUITE 1609
NEW YORK NY 10010
212-393-1140

VN CAPITAL MANAGEMENT, LLC

CIK: **1567697**

Type: **4** | Act: **34** | File No.: **001-07872** | Film No.: **13550330**

Mailing Address
1133 BROADWAY
SUITE 1609
NEW YORK NY 10010

Business Address
1133 BROADWAY
SUITE 1609
NEW YORK NY 10010
212-393-1140

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person VN CAPITAL MANAGEMENT, LLC			2. Issuer Name and Ticker or Trading Symbol BREEZE-EASTERN CORP [BZC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2013					
1133 BROADWAY, SUITE 1609			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) NEW YORK, NY 10010								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/25/2013	01/25/2013	P		300	A	\$8	968,690	I	See Footnote ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Reporting Owners

Reporting Owner Name / Address	Relationships
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	Director	10% Owner	Officer	Other
VN CAPITAL MANAGEMENT, LLC 1133 BROADWAY SUITE 1609 NEW YORK, NY 10010		X		
JOINVILLE CAPITAL MANAGEMENT, LLC 1133 BROADWAY SUITE 1609 NEW YORK, NY 10010		X		
NOONE PATRICK DONNELL 1133 BROADWAY SUITE 1609 NEW YORK, NY 10010		X		
Vanasek James Thomas 1133 BROADWAY SUITE 1609 NEW YORK, NY 10010		X		

Explanation of Responses:

- VN Capital Management, LLC and Joinville Capital Management, LLC are the General Partners for the VN Capital Fund I, LP (the "Fund") which holds 790,661 shares of Common Stock. In addition, pursuant to a management agreement, VN Capital Management, LLC act as the investment manager for PVF-JD, a Delaware limited partnership. (the "PVF Partnership") and as a result is deemed to beneficially own the 178,029 shares of Common Stock held by the PVF Partnership. Mr Noone and Mr. Vanasek are the Principals and General Partners of VN Capital Management, LLC.

Signatures

/s/ James T. Vanasek for VN Capital Management LLC	01/28/2013
/s/ James T. Vanasek for Joinville Capital Management	01/25/2013
/s/ Patrick Donnell Noone	01/25/2013
/s/ James T. Vanasek	01/25/2013
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.