

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1998-01-05**
SEC Accession No. **0000950152-98-000048**

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SUBJECT COMPANY

ELECTROSOURCE INC

CIK: **823927** | IRS No.: **742466304** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-39045** | Film No.: **98501141**
SIC: **3690** Miscellaneous electrical machinery, equipment & supplies

Mailing Address	Business Address
<i>2809 INTERSTATE 35 SOUTH SAN MARCOS TX 78666</i>	<i>2809 INTERSTATE 35 SOUTH SAN MARCOS TX 78666 5127536500</i>

FILED BY

TRW INC

CIK: **100030** | IRS No.: **340575430** | State of Incorpor.: **OH** | Fiscal Year End: **1231**
Type: **SC 13D/A**
SIC: **3714** Motor vehicle parts & accessories

Mailing Address	Business Address
<i>1900 RICHMOND ROAD CLEVELAND OH 44124</i>	<i>1900 RICHMOND RD CLEVELAND OH 44124 2162917000</i>

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 1)

Under the Securities Exchange Act of 1934

Electrosource, Inc.

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

872649-10-8

(CUSIP Number of Class of Securities)

William B. Lawrence, Esq.
TRW Inc.
1900 Richmond Road
Cleveland, Ohio 44124
(216) 291-7000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 24, 1997

(Date of Event which Requires
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following:

SCHEDULE 13D

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TRW Inc.

I.D. # 34-0575430

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio

7 SOLE VOTING POWER

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

499,304 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

499,304 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

499,304 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

12.0%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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SCHEDULE 13D

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BDM International, Inc. I.D. # IE 54-1561881

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
		0 shares
NUMBER	8	SHARED VOTING POWER
OF		499,304 shares
SHARES		
BENEFICIALLY		
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		0 shares
REPORTING		
PERSON WITH	10	SHARED DISPOSITIVE POWER
		499,304 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

499,304 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

12.0%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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This Amendment No. 1 to Schedule 13D (this "Amendment No. 1") is being filed pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") on behalf of TRW Inc., an Ohio corporation ("TRW") and BDM International, Inc., a Delaware corporation ("BDM"). This Amendment No. 1 amends the Schedule 13D, filed by BDM on Friday, January 2, 1998, relating to the voting common stock of Electrosorce, Inc. TRW hereby joins BDM in the filing of this Amendment No. 1.

Item 2. Identity and Background.

Item 2(a) is hereby amended and restated to read as follows:

(a) This Statement is filed jointly by TRW and BDM. At midnight, New York City time on December 24, 1997, TRW accepted for purchase 97.94 percent of the outstanding common stock of BDM upon expiration of its cash tender offer for all of the outstanding shares of BDM. BDM became a wholly-owned subsidiary of TRW on December 29, 1997.

Item 7. Material to be Filed as Exhibits.

Exhibit 99 Joint Filing Agreement between TRW and BDM, dated January 5, 1998.

SIGNATURES

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.

Dated: January 5, 1998

TRW Inc.

By: /s/ William B. Lawrence
William B. Lawrence
Executive Vice President,
General Counsel and Secretary

BDM INTERNATIONAL, INC.

By: /s/ C. Thomas Faulders, III
C. Thomas Faulders, III
Executive Vice President, Treasurer
and Chief Financial Officer

JOINT FILING AGREEMENT PURSUANT TO RULE 13D-1(f)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D/A is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D/A shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent it knows or has reason to believe that such information is inaccurate. This Joint Filing Agreement may be executed in any number of counterparts and all of such counterparts taken together shall constitute one and the same instrument.

Dated: January 5, 1998

TRW INC.

By: /s/ William B. Lawrence
William B. Lawrence
Executive Vice President,
General Counsel and Secretary

BDM INTERNATIONAL, INC.

By: /s/ C. Thomas Faulders, III
C. Thomas Faulders, III
Executive Vice President, Treasurer
and Chief Financial Officer