

A123 SYSTEMS, INC.
Form SC 13G/A
February 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

(Amendment No. 2)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1 (b), (c) and (d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2*

A123 Systems, Inc.
(Name of Issuer)

Common Stock, par value \$0.001
(Title of Class of Securities)

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03739T108
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

☐ 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 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, as amended (the Act), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 QUALCOMM Incorporated
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

I.D. No. 95-3685934

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES 5,351,864
6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0
7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON 5,351,864
8 ☐ SHARED DISPOSITIVE POWER
WITH

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 5,351,864
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 4.24%¹
TYPE OF REPORTING PERSON

CO

1 This percentage is calculated based upon 126,078,992 shares of the Issuer's common stock outstanding as of November 4, 2011, as reported on the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2011.

Item 1.

(a) Name of Issuer

The name of the issuer is A123 Systems, Inc. (the Issuer).

(b) Address of the Issuer's Principal Executive Offices

Arsenal on the Charles, 321 Arsenal Street, Watertown, MA 02472

Item 2.

(a) Name of Person Filing

QUALCOMM Incorporated

(b) Address of Principal Business Office or, if none, Residence

5775 Morehouse Dr., San Diego, California 92121

(c) Citizenship

QUALCOMM Incorporated is a Delaware corporation

(d) Title of Class of Securities

Common Stock, par value \$0.001

(e) CUSIP Number

03739T108

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 420.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

- (a) " Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (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 association 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) " Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

(a) Amount beneficially owned: **5,351,864**

(b) Percent of class: **4.24%**¹

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

(i) Sole power to vote or to direct the vote: **5,351,864**

- (ii) Shared power to vote or to direct the vote: **0**

- (iii) Sole power to dispose or to direct the disposition of: **5,351,864**

- (iv) Shared power to dispose or to direct the disposition of: **0**

¹ This percentage is calculated based upon 126,078,992 shares of the Issuer's common stock outstanding as of November 4, 2011, as reported on the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2011.

Item 5. Ownership of Five Percent or Less of a Class.

If this Schedule 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 x.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this Schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

If a group has filed this Schedule pursuant to Rule 13d-1(b)(1)(ii)(J), so indicate under item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this Schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Not Applicable.

Item 10. Certification.

Inasmuch as the reporting person is no longer the beneficial owner of more than five percent of the number of shares outstanding, the reporting person has no further reporting obligation under Section 13(d) of the Securities Exchange Act of 1934, as amended, and the reporting person has no obligation to amend this Statement if any material change occurs in the facts set forth herein

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.

Dated: February 14, 2012

/s/ Richard F. Grannis
Richard F. Grannis,
Senior Vice President and Treasurer