

GSE SYSTEMS INC
Form SC 13G/A
January 06, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

GSE Systems, Inc.
(Name of Issuer)

Common Stock, par value \$.01
(Title of Class of Securities)

36227K106
(CUSIP Number)

December 31, 2014
(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 the Notes).

CUSIP No. 36227K106

1.

Names of Reporting Persons. Mark Leonard

I.R.S. Identification Nos. of above persons (entities only).

2.

Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3.

SEC Use Only

4.

Citizenship or Place of Organization Ontario, Canada

Number of Shares Beneficially Owned by Each Reporting Person With: 5.

Sole Voting Power 893,731

6.

Shared Voting Power 0

7.

Sole Dispositive Power 893,731

8.

Shared Dispositive Power 0

9.

Aggregate Amount Beneficially Owned by Each Reporting Person 893,731

10.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11.

Percent of Class Represented by Amount in Row (9) 4.996% (1)

12.

Type of Reporting Person (See Instructions) IN

(1) Based upon 17,887,859 issued and outstanding shares of common stock reported by the Issuer in its Quarterly Report on Form 10-Q as of November 13, 2014.

Item 1.

(a)

Name of Issuer

GSE Systems, Inc.

(b)

Address of Issuer's Principal Executive Offices

1332 Londontown Blvd., Suite 200, Sykesville MD

Item 2.

(a)

Name of Person Filing

Mark Leonard

(b)

Address of Principal Business Office or, if none, Residence

20 Adelaide St. East, Suite 1200, Toronto, Ontario, Canada, M5C2T6

(c)

Citizenship or Place of Organization

Ontario, Canada

(d)

Title of Class of Securities

Common Stock, par value \$.01

(e)

CUSIP Number

36227K106

Item 3. If the statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-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) Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

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: **893,731**

(b) Percent of class: **4.996%**

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

(i) Sole power to vote or to direct the vote: **893,731**

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

(iii) Sole power to dispose or to direct the disposition of: **893,731**

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

Item 5. Ownership of 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 [**X**]

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 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.

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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.

January 6, 2015

Date

By: */s/ Mark Leonard*

Name: Mark Leonard

" = "1" "" "" 078322.00000 Business 13482505v2