

Meyer David Joseph
Form SC 13G/A
February 05, 2013

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

TITAN MACHINERY INC.

(Name of Issuer)

Common Stock, \$0.00001 par value

(Title of Class of Securities)

88830R101

(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 the Notes).

This filing reflects the reporting person's passive investor status and converts his filing from prior Schedule 13D (and amendments) filings to this Schedule 13G filing.

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CUSIP No. 88830R101

13G

- | | | |
|-----------------|---|---|
| 1. | Names of Reporting Persons
David J. Meyer | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input type="radio"/> | o |
| ** Joint Filing | | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
U.S.A. | |
| 5. | Sole Voting Power
703,211 (1) | Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With |
| 6. | Shared Voting Power
2,200,000 | |
| 7. | Sole Dispositive Power
703,211 (1) | |
| 8. | Shared Dispositive Power
2,200,000 | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,903,211 (1) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
13.8%(2) | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

(1) Of the total of 2,903,211 shares of common stock that are beneficially owned, 53,000 shares are issuable upon the exercise of options granted to Mr. Meyer that are vested and exercisable within 60 days.

(2) The percentage is based upon 21,047,214 shares of common stock outstanding as of November 30, 2012, as reported by the Issuer in its latest Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on December 6, 2012, and 53,000 shares of common stock that may be acquired by the Reporting Person upon the exercise of options exercisable within 60 days, which are deemed outstanding in accordance with Rule 13d-3(d)(1) under the Exchange Act.

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1. Names of Reporting Persons
Meyer Family Investment Limited Partnership
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- ** Joint Filing
3. SEC Use Only
4. Citizenship or Place of Organization
North Dakota
- | | | |
|---|----|-------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
2,200,000 |
| | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
2,200,000 |
| | 8. | Shared Dispositive Power
0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,200,000
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
10.5%(1)
12. Type of Reporting Person (See Instructions)
PN

(1) The percentage is based upon 21,047,214 shares of common stock outstanding as of November 30, 2012, as reported by the Issuer in its latest Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on December 6, 2012.

Item 1.

- (a) Name of Issuer
Titan Machinery Inc.
- (b) Address of Issuer's Principal Executive Offices
644 East Beaton Drive; West Fargo, ND 58078-2648

Item 2.

- (a) Name of Person Filing
David J. Meyer
- (b) Address of Principal Business Office or, if none, Residence
644 East Beaton Drive; West Fargo, ND 58078-2648
- (c) Citizenship
U.S.A.
- (d) Title of Class of Securities
Common Stock, \$0.00001 par value
- (e) CUSIP Number
88830R101

Item 3.

- If this 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. 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) 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).

Item 4. Ownership

The information set forth in rows 5 through 11 for each of the Reporting Persons is incorporated by reference.

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 .

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 or Control Person
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
Not Applicable.

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.

February 5, 2013
Date

/s/David J. Meyer
Signature

David J. Meyer
Name/Title

Meyer Family Investment Limited Partnership
February 5, 2013
Date

/s/David J. Meyer
Signature

David J. Meyer, General Partner
Name/Title

/s/Candace M. Meyer
Signature

Candace M. Meyer, General Partner
Name/Title

LIST OF EXHIBITS

Exhibit No.	Description
1	Joint Filing Agreement dated February 5, 2013, between the Reporting Persons.