

ANDREA ELECTRONICS CORP
Form SC 13G
October 20, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Andrea Electronics Corporation

(Name of Issuer)

Common Stock \$0.001 Par Value

(Title of Class of Securities)

034393108

(Cusip Number)

October 17, 2006

(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)

13G

CUSIP No. 034393108

1.	Name of Reporting Person: Nickolas W. Edwards	I.R.S. Identification Nos. of above persons (entities only):
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2.	Check the Appropriate Box if a Member of a Group:
(a)	☐
(b)	☐

3.	SEC Use Only:
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4.	Citizenship or Place of Organization: U.S.A.
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Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power: 5,390,000
	6.	Shared Voting Power: 0
	7.	Sole Dispositive Power: 5,390,000
	8.	Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 5,390,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares: o

11. Percent of Class Represented by Amount in Row (9): 9.2%

12. Type of Reporting Person: IN

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Item 1.

- (a) Name of Issuer: Andrea Electronics Corporation
- (b) Address of Issuer's Principal Executive Offices:
65 Orville Drive, Bohemia, NY 11716

Item 2.

- (a) Name of Person Filing: Nickolas W. Edwards
- (b) Address of Principal Business office or, if none, Residence:
937 Pine Ave, Long Beach, CA 90813
- (c) Citizenship: U.S.A.
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 034393108

Item 3. N/A.

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Item 4. Ownership.

- (a) Amount Beneficially Owned: 5,390,000
- (b) Percent of Class: 9.2%

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

- (i) Sole power to vote or direct the vote: 5,390,000
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 5,390,000
- (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class. N/A

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

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company. N/A

Item 8. Identification and Classification of Members of the Group. N/A

Item 9. Notice of Dissolution of Group. N/A

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Item 10. Certifications.

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.

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.

Date: October 20, 2006

By: /s/ NICKOLAS W. EDWARDS

Name: Nickolas W. Edwards

Title: Shareholder
