

Edgar Filing: HENNESSY NEIL J - Form SC 13G/A

HENNESSY NEIL J
Form SC 13G/A
February 14, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Hennessy Advisors, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

425885 10 0

(CUSIP Number)

December 31, 2005

(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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following page(s))
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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Neil J. Hennessy

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | |
|---|---|--------------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES | | 948,983 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER |
| | | N/A |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 948,983 |
| | 8 | SHARED DISPOSITIVE POWER |
| | | N/A |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

948,983

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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

37.8%

12 TYPE OF REPORTING PERSON*

IN

*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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Item 1(a). Name of Issuer:

Hennessy Advisors, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

7250 Redwood Blvd., Suite 200
Novato, CA 94945

Item 2(a). Name of Person Filing:

Neil J. Hennessy

Item 2(b). Address of Principal Business Office or, if none, Residence:

7250 Redwood Blvd., Suite 200
Novato, CA 94945

Item 2(c). Citizenship:

United States

Item 2(d). Title of Class or Securities:

Common Stock

Item 2(e). CUSIP Number:

425885 10 0

Item 3. If this statement is filed pursuant to Rules 13d-1(b), 13d-2(b) or

13d-2(c), check whether the person filing is a:

Inapplicable

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Item 4. Ownership as of December 31, 2005.

(a) Amount Beneficially Owned:

948,983 shares*

(b) Percent of Class:

37.8%

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

(i) sole power to vote or to direct the vote:

948,983*

(ii) shared power to vote or to direct the vote:

Inapplicable

(iii) sole power to dispose or to direct the disposition of:

948,983*

(iv) shared power to dispose or to direct the disposition
of:

Inapplicable

* Includes 33,750 shares subject to presently exercisable
employee stock options.

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: |_|

Instruction: Dissolution of a group requires a response to this
item.

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

Inapplicable

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Item 7. Identification and Classification of the Subsidiary Which

Acquired the Security Being Reported on By the Parent Holding

Company.

Inapplicable

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

Inapplicable

Item 9. Notice of Dissolution of Group.

Inapplicable

Item 10. Certification.

(a) Inapplicable

(b) Inapplicable

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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.

February 10, 2006

Date

/s/ Neil J. Hennessy

Neil J. Hennessy