

Blue Bird Corp
Form SC 13D/A
April 27, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

BLUE BIRD CORPORATION

(Name of Issuer)

Common Stock, Par Value \$0.0001 Per Share

(Title of Class of Securities)

095306106

(CUSIP Number)

Daniel J. Hennessy

c/o Hennessy Capital LLC

10 South Wacker Dr., Suite 3175

Chicago, IL 60606

(312) 876-1956

with a copy to:

Stuart Neuhauser, Esq.

Ellenoff Grossman & Schole LLP

1345 Avenue of the Americas, 11th Floor

New York, NY 10105

(212) 370-1300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

April 22, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

*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).

Cusip No. 095306106

Names of
Reporting
Persons.

1. **Hennessy
Capital
Partners I
LLC**

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

(b)

SEC Use
3. Only

Source of
Funds (See
Instructions):
4. **OO**

5. Check if
Disclosure of
Legal
Proceedings
Is Required
Pursuant to
Items 2(d) or
2(e):

**Not
Applicable**

Citizenship or
Place of
6. Organization:
Delaware

Number of Shares	7. Sole Voting Power:	0
Beneficially Owned by	8. Shared Voting Power:	0
Each Reporting		
Person With	9. Sole Dispositive Power:	0
	10. Shared Dispositive Power:	0

11. Aggregate Amount Beneficially Owned by Each Reporting Person: **0**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): []

13. Percent of Class Represented by Amount in Row (11): **0.0%**

14. Type of Reporting Person (See Instructions): **CO**

Cusip No. 095306106

Names of
Reporting
Persons.

1.
**Hennessy
Capital
LLC**

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

(b)

SEC Use
3. Only

Source of
Funds (See
Instructions):
4. **OO**

Check if
Disclosure of
Legal
Proceedings
Is Required
Pursuant to
5. Items 2(d) or
2(e):

**Not
Applicable**

Citizenship or
Place of
6. Organization:
Delaware

Number of Shares	7. Sole Voting Power:	0
Beneficially Owned by	8. Shared Voting Power:	0
Each Reporting		
Person With	9. Sole Dispositive Power:	0
	10. Shared Dispositive Power:	0

11. Aggregate Amount Beneficially Owned by Each Reporting Person: **0**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): []

13. Percent of Class Represented by Amount in Row (11): **0.0%**

14. Type of Reporting Person (See Instructions): **CO**

Cusip No. 095306106

Names of
Reporting
Persons.

1.

**Daniel J.
Hennessy**

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

(b)

SEC Use
3. Only

Source of
Funds (See
4. Instructions):
OO

Check if
Disclosure of
Legal
Proceedings
Is Required
Pursuant to
5. Items 2(d) or
2(e):

**Not
Applicable**

6.

Citizenship or
Place of
Organization:
United States

Number of Shares	7. Sole Voting Power:	181,063
Beneficially Owned by	8. Shared Voting Power:	0
Each Reporting		
Person With	9. Sole Dispositive Power:	181,063
	10. Shared Dispositive Power:	0

11. Aggregate Amount Beneficially Owned by Each Reporting Person: **181,063**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): []

13. Percent of Class Represented by Amount in Row (11): **0.90%**

14. Type of Reporting Person (See Instructions): **IN**

EXPLANATORY NOTE

This Schedule 13D/A is being filed as an amendment (“Amendment No. 1”) to the statement on Schedule 13D filed with the Securities and Exchange Commission (“SEC”) on behalf of Hennessy Capital Partners I LLC (“HCPI”), Hennessy Capital LLC (“HCP”) and Daniel J. Hennessy (together with HCPI and HCP, the “Reporting Persons”), with respect to the common stock of Blue Bird Corporation (the “Issuer”) on March 20, 2015 (the “Schedule 13D”), pursuant to Rule 13d-2 of the Securities Exchange Act of 1934, as amended, to amend and supplement certain information set forth below in the items indicated. Only those items that are amended or supplemented are reported herein. All capitalized terms used in this Amendment No. 1 and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D.

The Reporting Persons are filing this Amendment No. 1 to report (i) the distribution of shares of Common Stock and warrants to purchase Common Stock by HCPI on a pro rata basis to its members, including to Mr. Hennessy, and (ii) that the Reporting Persons ceased to beneficially own more than five percent of the class of Common Stock.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is supplemented and amended to add the following:

On April 22, 2015, HCPI made a pro rata distribution (for no consideration) to its members of all of the 1,615,703 shares of Common Stock and warrants to purchase 1,345,231 shares of Common Stock that it owned (the “Distribution”). As a result of the Distribution, Mr. Hennessy received (i) 133,911 shares of Common Stock and (ii) warrants to purchase 47,152 shares of Common Stock.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is amended and restated in its entirety as follows:

(a)-(b) The Reporting Persons’ current beneficial ownership in the Issuer and the Common Stock arising from such ownership is set forth on the cover pages to this Schedule 13D and is incorporated by reference herein. The ownership percentages appearing on such cover pages have been calculated based on a total of 20,692,794 shares of Common Stock outstanding as of April 20, 2015, as disclosed in the Registration Statement on Form S-3, as amended, filed by

the Issuer with the SEC on April 23, 2015.

(c) Except as set forth herein, there have been no other transactions in the class of securities reported on that were effected within the past sixty days.

(d) Not applicable.

(e) As a result of the Distribution, the Reporting Persons ceased to be the beneficial owners of more than five percent (5%) of the class of Common Stock on April 22, 2015.

SIGNATURES

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: April 27, 2015

HENNESSY CAPITAL PARTNERS I LLC,

a Delaware limited liability company

By: **HENNESSY CAPITAL LLC,**
a Delaware limited liability company, as the managing member of Hennessy Capital Partners I LLC

By: /s/ Daniel J. Hennessy
Name: Daniel J. Hennessy
Title: Managing Member

**HENNESSY CAPITAL
LLC,**
a Delaware limited liability
company

By: /s/ Daniel J. Hennessy
Name: Daniel J. Hennessy
Title: Managing Member

/s/ Daniel J. Hennessy
Daniel J. Hennessy

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations

(See 18 U.S.C. 1001)

