

CPI AEROSTRUCTURES INC  
 Form 3  
 January 29, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Â MARXE AUSTIN W & GREENHOUSE DAVID M  (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 01/29/2015	3. Issuer Name and Ticker or Trading Symbol CPI AEROSTRUCTURES INC [CVU]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  ___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
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C/O SPECIAL SITUATIONS  
 FUNDS,Â 527 MADISON  
 AVENUE, SUITE 2600  
  
 (Street)

NEW YORK,Â NYÂ 10022  
  
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	931,040 <u>(1)</u> <u>(2)</u>	I <u>(1)</u> <u>(2)</u>	By Limited Partnerships <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

MARXE AUSTIN W & GREENHOUSE DAVID M  
 C/O SPECIAL SITUATIONS FUNDS  
 527 MADISON AVENUE, SUITE 2600  
 NEW YORK, NY 10022

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## Signatures

Adam C. Stettner 01/29/2015

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This is a joint filing by Austin W. Marxe (Marxe), David M. Greenhouse (Greenhouse) and Adam C. Stettner (Stettner). Special Situations Fund III QP, L.P. (SSFQP), Special Situations Cayman Fund, L.P. (CAYMAN) and Special Situations Private Equity Fund, L.P. (SSPE and together with SSFQP and CAYMAN, the Funds) hold shares of Common Stock of the Issuer (the Shares). AWM Investment Company, Inc. (AWM), the investment adviser to the Funds, holds the power to vote and the power to dispose of the Shares held by each of the Funds. Marxe, Greenhouse and Stettner are the controlling principals of AWM.
- (1) L.P. (SSPE and together with SSFQP and CAYMAN, the Funds) hold shares of Common Stock of the Issuer (the Shares). AWM Investment Company, Inc. (AWM), the investment adviser to the Funds, holds the power to vote and the power to dispose of the Shares held by each of the Funds. Marxe, Greenhouse and Stettner are the controlling principals of AWM.
  - (2) While the Shares held by each of the Funds were previously reported by Marxe, Greenhouse and Stettner on Form 3, reference should be made to AWM (CIK #0001002856) for any future filings with the Securities and Exchange Commission relating to the Shares held by each of the Funds. Marxe, Greenhouse and Stettner disclaim beneficial ownership of the Shares, except to the extent of their pecuniary interest therein. This report shall not be deemed an admission that Marxe, Greenhouse and Stettner are the beneficial owners of the Shares of the Issuer held by the Funds for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.