

SUPERCONDUCTOR TECHNOLOGIES INC  
Form SC 13D/A  
September 02, 2009

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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 12)\*

**SUPERCONDUCTOR TECHNOLOGIES INC.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**867931305**

(CUSIP Number)

**John P. Flakne  
Kopp Investment Advisors, LLC  
7701 France Avenue South, Suite 500  
Edina, MN 55435  
(952) 841-0400**

Copy to:

**Carol A. Gehl  
Godfrey & Kahn, S.C.  
780 North Water Street  
Milwaukee, WI 53202  
(414) 273-3500**

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

**August 27, 2009**

(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ] .

\* 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).



**SCHEDULE 13D**

CUSIP No. **867931305**

1)

Name of Reporting Person

**Kopp Investment Advisors, LLC**

2)

Check the Appropriate Box if a Member of a Group

(a)

(b)

3)

SEC Use Only

4)

Source of Funds

**OO: Client Funds**

5)

Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6)

Citizenship or Place of Organization

**Minnesota, U.S.A.**

Number of Shares Beneficially Owned by Each Reporting Person With:

7) Sole Voting Power: **4,496,155<sup>1</sup>**

8) Shared Voting Power: **None**

9) Sole Dispositive Power: **None**

10) Shared Dispositive Power: **853,500**

11)

Aggregate Amount Beneficially Owned by Each Reporting Person

**4,496,155<sup>1</sup>**

12)

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares [  ]

13)

Percent of Class Represented by Amount in Row (11)

**19.9%<sup>1</sup>**

14)

Type of Reporting Person

**IA**

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<sup>1</sup> These figures exclude the 1,087,745 shares of common stock subject to an irrevocable proxy granted by the Reporting Persons to the board of directors of Superconductor Technologies Inc. on August 27, 2009.

**SCHEDULE 13D**

CUSIP No. **867931305**

1)

Name of Reporting Person

**Kopp Holding Company, LLC**

2)

Check the Appropriate Box if a Member of a Group

(a)

(b)

3)

SEC Use Only

4)

Source of Funds

**Not applicable indirect beneficial ownership**

5)

Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6)

Citizenship or Place of Organization

**Minnesota, U.S.A.**

Number of Shares Beneficially Owned by Each Reporting Person With:

7) Sole Voting Power: **None**

8) Shared Voting Power: **None**

9) Sole Dispositive Power: **None**

10) Shared Dispositive Power: **None**

11)

Aggregate Amount Beneficially Owned by Each Reporting Person

**4,496,155<sup>1</sup>**

12)

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares [  ]

13)

Percent of Class Represented by Amount in Row (11)

**19.9%<sup>1</sup>**

14)

Type of Reporting Person

**HC**

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<sup>1</sup> These figures exclude the 1,087,745 shares of common stock subject to an irrevocable proxy granted by the Reporting Persons to the board of directors of Superconductor Technologies Inc. on August 27, 2009.

**SCHEDULE 13D**

CUSIP No. **867931305**

1)

Name of Reporting Person

**LeRoy C. Kopp**

2)

Check the Appropriate Box if a Member of a Group

(a)

(b)

3)

SEC Use Only

4)

Source of Funds

**PF; OO (501(c)(3) corporation funds)**

5)

Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6)

Citizenship or Place of Organization

**U.S.A.**

Number of Shares Beneficially Owned by Each Reporting Person With:

- |                               |                              |
|-------------------------------|------------------------------|
| 7) Sole Voting Power:         | <b>None</b>                  |
| 8) Shared Voting Power        | <b>None</b>                  |
| 9) Sole Dispositive Power:    | <b>4,734,400<sup>2</sup></b> |
| 10) Shared Dispositive Power: | <b>None</b>                  |
| 11)                           |                              |

Aggregate Amount Beneficially Owned by Each Reporting Person

**5,587,900<sup>2</sup>**

12)

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares [  ]

13)

Percent of Class Represented by Amount in Row (11)

**24.8%<sup>2</sup>**

14)

Type of Reporting Person

**HC, IN**

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<sup>2</sup> These figures include the 1,087,745 shares of common stock subject to an irrevocable proxy granted by the Reporting Persons to the board of directors of Superconductor Technologies Inc. on August 27, 2009.



## Item 1. Security and Issuer

This statement relates to the common stock ( Common Stock ), \$.001 par value, of Superconductor Technologies Inc., a Delaware corporation (the Company ), whose principal executive offices are located at 460 Ward Drive, Santa Barbara, California 93111-2356.

## Item 2. Identity and Background

(a)

This statement is filed by: Kopp Investment Advisors, LLC ( KIA ) with respect to shares of Common Stock owned by clients and held in discretionary accounts managed by KIA; Kopp Holding Company, LLC ( KHCLLC ) solely as the parent entity of KIA and indirect beneficial owner of the shares of Common Stock beneficially owned by KIA; and LeRoy C. Kopp individually with respect to shares of Common Stock that may be deemed beneficially owned directly by him and indirectly, including by virtue of his position as the control person of KHCLLC. The foregoing persons are sometimes referred to as Reporting Persons. Certain information concerning the directors and executive officers of the corporate Reporting Persons is set forth on Schedule A attached hereto and incorporated herein by reference. Any disclosures with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

(b)

The business address of each of the Reporting Persons and directors and executive officers is 7701 France Avenue South, Suite 500, Edina, Minnesota 55435.

(c)

The principal business of KIA is that of an investment adviser managing discretionary accounts owned by numerous third-party clients. KHCLLC is a holding company engaged, through its subsidiary, in the investment industry. The principal occupation of Mr. Kopp is serving as the sole governor, chairman and chief investment officer of KHCLLC and KIA.

(d)

None of the persons referred to in paragraph (a) above has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and/or similar misdemeanors).

(e)

None of the persons referred to in paragraph (a) above has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f)

KIA and KHCLLC are Minnesota limited liability companies. Mr. Kopp and all other directors and executive officers of the Reporting Persons are citizens of the United States.

**Item 3. Source and Amount of Funds or Other Consideration**

The net investment cost (including commissions, if any) of the shares of Common Stock directly or indirectly beneficially owned by Mr. Kopp, which includes shares beneficially owned by the other Reporting Persons, at August 27, 2009, was \$19,871,705.82. The shares beneficially owned by KIA were purchased with the investment capital of the owners of the discretionary client accounts. The shares beneficially owned directly and indirectly (other than through KIA) by Mr. Kopp were purchased with Mr. Kopp's investment capital or the funds of a 501(c)(3) corporation. See Item 5 below.

#### **Item 4. Purpose of Transaction**

The Reporting Persons acquired the shares of Common Stock for investment purposes, and the Reporting Persons intend to evaluate the performance of such securities as an investment in the ordinary course of business. The Reporting Persons pursue an investment objective of long-term capital appreciation. In pursuing this investment objective, the Reporting Persons analyze the management, operations and markets of companies in which they invest, including the Company, on a continual basis through analysis of research and discussions with industry and market observers and with representatives of such companies.

Each Reporting Person that owns shares of Common Stock assesses the Company's business, financial condition, and results of operations as well as economic conditions and securities markets in general and those for the Company's shares in particular. Depending on such assessments, one or more of such Reporting Persons may acquire additional shares or may sell or otherwise dispose of all or some of the shares of Common Stock. Such actions will depend on a variety of factors, including current and anticipated trading prices for the Common Stock, alternative investment opportunities, and general economic, financial market and industry conditions.

On August 27, 2009, in connection with a plan of compliance submitted by the Company to The Nasdaq Stock Market ( "Nasdaq" ), the Reporting Persons confirmed in a letter to Nasdaq (the "Nasdaq Letter" ) their intention to sell, or otherwise reduce their holdings, by 1,087,745 shares of Common Stock no later than June 30, 2010. A copy of the Nasdaq Letter is filed as Exhibit 2 attached hereto and is incorporated herein by reference. As referenced in the Nasdaq Letter, the Reporting Persons also granted an irrevocable proxy (the "Kopp Proxy" ) to the board of directors of the Company with respect to (i) 1,087,745 shares of Common Stock beneficially owned by the Reporting Persons, less (ii) any shares of Common Stock which cease to be beneficially owned by the Reporting Persons after August 27, 2009. A copy of the Kopp Proxy is filed as Exhibit 3 attached hereto and is incorporated herein by reference. The descriptions of the Nasdaq Letter and the Kopp Proxy contained herein are qualified in their entirety by reference to Exhibits 2 and 3, respectively.

Except as described in this Item 4, none of the Reporting Persons nor any other person named in Schedule A has any plans or proposals that relate to, or would result in, any matter required to be disclosed in response to paragraphs (a) through (j), inclusive, of Item 4 of Schedule 13D. The shares of Common Stock were not acquired for the purpose, nor with the effect, of changing or influencing the control of the Company. The Reporting Persons are filing this Statement on Schedule 13D, as opposed to Schedule 13G, due to the fact that the shares of Common Stock that may be deemed to be beneficially owned by Mr. Kopp directly and indirectly (other than through KIA) exceed 1% of the shares of Common Stock outstanding. Neither any of the Reporting Persons nor any client or shareholder thereof is a member of a "group" for any purpose.

#### **Item 5. Interest in Securities of the Issuer**

(a)

Generally by virtue of limited powers of attorney and/or investment advisory agreements, KIA is the beneficial owner of 4,496,155 shares, or approximately 19.9%, of the Common Stock. These figures exclude the 1,087,745 shares of Common Stock subject to an irrevocable proxy granted by the Reporting Persons to the board of directors of the Company on August 27, 2009 (see Item 6, below). By virtue of the relationships described in Item 2 of this statement, KHCLLC and Mr. Kopp may have indirect beneficial ownership of the shares beneficially owned by KIA.



In addition, Mr. Kopp's indirect beneficial ownership may comprise Common Stock held in the Kopp Family Foundation, a 501(c)(3) corporation for which he serves as a director, and held in his wife's individual retirement account (IRA) and held directly by her. Mr. Kopp's direct beneficial ownership may comprise Common Stock held in his IRA and held directly by him. In the aggregate, including the shares beneficially owned by KIA, under Section 13 of the Act, Mr. Kopp may be deemed beneficially to own a total of 5,587,900 shares, or approximately 24.8%, of the Common Stock. These figures include the 1,087,745 shares of Common Stock subject to an irrevocable proxy granted by the Reporting Persons to the board of directors of the Company on August 27, 2009 (see Item 6, below).

(b)

KIA has the sole power to vote 4,496,155 shares of the Common Stock. This figure excludes the 1,087,745 shares of Common Stock subject to an irrevocable proxy granted by the Reporting Persons to the board of directors of the Company on August 27, 2009 (see Item 6, below). Pursuant to the limited powers of attorney granted to KIA by its clients, which generally are terminable immediately upon notice, KIA in effect shares with the majority of its clients the power to dispose of the 853,500 shares of Common Stock owned individually by its clients. Mr. Kopp has the sole power to dispose of 4,734,400 shares of Common Stock beneficially owned directly and indirectly (other than through KIA) by him. This figure includes the 1,087,745 shares of Common Stock subject to an irrevocable proxy granted by the Reporting Persons to the board of directors of the Company on August 27, 2009 (see Item 6, below).

(c)

There have been no transactions in the Common Stock by the Reporting Persons since the last Schedule 13D filing on June 25, 2009.

(d)

With respect to the shares held in a fiduciary or representative capacity, persons other than the Reporting Persons have the right to receive or the power to direct the receipt of dividends from or the proceeds of the sale of such shares of Common Stock.

(e)

Not applicable.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

See Item 4. Purpose of the Transaction for summary descriptions of the Nasdaq Letter and the Kopp Proxy, which descriptions are qualified in their entirety by reference to the respective documents which are filed as Exhibits 2 and 3, and each of which are incorporated herein by reference.

Other than the Nasdaq Letter and the Kopp Proxy, there are no contracts, understandings, or relationships between the Reporting Persons and any third person with respect to the shares of Common Stock. The filing of this Schedule shall NOT be construed as an admission that a Reporting Person or any other person is a beneficial owner of any shares of Common Stock for any purpose, including for purposes of Sections 13, 14 or 16 of the Act.

#### **Item 7. Material to Be Filed as Exhibits**

Exhibit 1

A written agreement relating to the filing of this statement pursuant to Rule 13d-1(k).

Exhibit 2

Letter to The Nasdaq Stock Market dated August 27, 2009.

Exhibit 3

Proxy, dated August 27, 2009, granted by the Reporting Persons to the board of directors of the Company.

**Signatures**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete, and correct.

Dated: September 2, 2009

KOPP INVESTMENT ADVISORS, LLC

/s/ John P. Flakne

BY: John P. Flakne

TITLE: Chief Financial Officer

KOPP HOLDING COMPANY, LLC

/s/ John P. Flakne

BY: John P. Flakne

TITLE: Chief Financial Officer

LEROY C. KOPP

/s/ LeRoy C. Kopp

**Exhibit 1**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13D) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock (as defined) and to the attachment of this agreement to the Schedule 13D as Exhibit 1 thereto.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement this 2nd day of September, 2009.

KOPP INVESTMENT ADVISORS, LLC

/s/ John P. Flakne

BY: John P. Flakne

TITLE: Chief Financial Officer

KOPP HOLDING COMPANY, LLC

/s/ John P. Flakne

BY: John P. Flakne

TITLE: Chief Financial Officer

LEROY C. KOPP

/s/ LeRoy C. Kopp



**Exhibit 2**

August 27, 2009

The Nasdaq Stock Market

9600 Blackwell Road

Rockville, MD 20850

Attn: Ms. Rachel Scherr

Dear Ms. Scherr:

In connection with the Plan of Compliance proposed by Superconductor Technologies Inc. (SCON) to The Nasdaq Stock Market (Nasdaq), as referenced in Nasdaq's August 26, 2009 letter to SCON's counsel, this letter will confirm:

1.

The agreement of Mr. LeRoy C. Kopp and his affiliated investment advisory entities (collectively, the Kopp Group) to sell, or otherwise reduce their holdings by 1,087,745 shares of SCON's common stock no later than June 30, 2010.

2.

That the Kopp Group has executed and delivered to SCON the attached proxy.

The terms of this letter or the attached proxy will not be changed without Nasdaq's approval.

Sincerely,

/s/ LeRoy C. Kopp

LeRoy C. Kopp, on his behalf,  
and on behalf of the Kopp Group

**Exhibit 3**

**PROXY**

**1.**

**Grant of Proxy.** LeRoy C. Kopp and his affiliated investment advisory entities (the **Kopp Group** ) hereby irrevocably appoint the board of directors of Superconductor Technologies Inc., a Delaware corporation ( **STI** ), as the Kopp Group 's sole and exclusive attorney and proxy, with full power of substitution and resubstitution, to vote and exercise all voting, consent and similar rights (to the full extent that the Kopp Group would be entitled to do so) with respect to the Excess Shares (including, without limitation, the power to execute and deliver written consents) at every annual, special or adjourned meeting of shareholders of STI and in every written consent in lieu of such a meeting, in the exact same proportion (for, against and abstaining) as the other shares of common stock of STI held by STI shareholders unaffiliated with the Kopp Group were voted on such matter. **Excess Shares** means (i) 1,087,745 shares of common stock of STI beneficially owned by the Kopp Group, less (ii) any shares of common stock of STI which cease to be beneficially owned by the Kopp Group after the date hereof, as reflected in the public filings of the Kopp Group.

**2.**

**Binding.** This Proxy is irrevocable, is coupled with an interest and is granted pursuant to that certain letter to The Nasdaq Stock Market dated as of August 27, 2009 from the Kopp Group .

IN WITNESS WHEREOF, this Proxy has been executed as of August 27, 2009.

LeRoy C. Kopp, on his behalf,  
and on behalf of the Kopp Group

/s/ LeRoy C. Kopp

**Schedule A**

**List of Directors and Executive Officers**

**LeRoy C. Kopp**, individually, and as Sole Governor, Chairman and Chief Investment Officer of KHCLLC, and as Sole Governor, Chairman and Chief Investment Officer of KIA

**Mathew P. Arens**, as President and Senior Portfolio Manager of KHCLLC, and as President and Senior Portfolio Manager of KIA

**John P. Flakne**, as Chief Financial Officer, Chief Operating Officer and Secretary of KHCLLC and as Chief Financial Officer, Chief Operating Officer, Chief Compliance Officer and Secretary of KIA