

AETHER HOLDINGS INC
Form 4
December 29, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
OROS DAVID S

2. Issuer Name and Ticker or Trading Symbol
AETHER HOLDINGS INC [AETH]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O AETHER HOLDINGS, 621 E. PRATT STREET, SUITE 601
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

BALTIMORE, MD 21202

4. If Amendment, Date Original Filed(Month/Day/Year)

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/27/2005		D ⁽¹⁾	820,057	D ⁽²⁾ 4,679,086 ⁽³⁾	I ⁽⁴⁾	By NexGen Technologies, L.L.C. ⁽³⁾

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 3 and 4)
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Date Exercisable
Expiration Date
Title
Amount or Number of Shares

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OROS DAVID S
C/O AETHER HOLDINGS
621 E. PRATT STREET, SUITE 601
BALTIMORE, MD 21202

X X Chairman and CEO

Signatures

/s/ David S.
Oros

12/29/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

- (1) NexGen Technologies, L.L.C. distributed 820,057 shares of Aether Holdings, Inc. owned by it to certain of its members on December 27, 2005.
- (2) On December 27, 2005, NexGen Technologies, L.L.C., of which Mr. Oros is the managing member, made a distribution of 820,057 shares of common stock of Aether Holdings, Inc. to certain of its members.
- (3) Includes 2,506,700 shares of common stock of Aether Holdings, Inc. owned by NexGen Technologies, Inc. over which Mr. Oros exercises voting and investment control by virtue of his position as managing member of NexGen.
- (4) Mr. Oros previously reported indirect ownership of 3,326,757 shares of common stock owned by NexGen Technologies, L.L.C. of which he is the Managing Member. Mr. Oros had a pecuniary interest in only a portion of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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