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MANAGEMENT INSIGHTS INC  
Form SC 13D/A  
November 06, 2001

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

-----  
AMENDMENT NO. 2 TO SCHEDULE 13G ON  
SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

EVOLVING SYSTEMS, INC.

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

30049R100

-----  
(CUSIP Number)

C. ROBERT COATES  
14755 PRESTON ROAD, SUITE 525  
DALLAS, TEXAS 75254  
972-755-2100

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

NOVEMBER 5, 2001

-----  
(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 which is the subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: [ X ]

\*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. 30049R100  
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1 NAME OF REPORTING PERSON  
Management Insights, Inc.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
75-1730160

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Texas

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER -0-
	8 SHARED VOTING POWER 1,026,500
	9 SOLE DISPOSITIVE POWER -0-
	10 SHARED DISPOSITIVE POWER 1,026,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,026,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.87%

14 TYPE OF REPORTING PERSON  
CO

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CUSIP No. 30049R100  
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1 NAME OF REPORTING PERSON  
Robert Coates (1)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
N/A

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS  
N/A

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

-----  
7 SOLE VOTING POWER  
NUMBER OF SHARES 8,400  
BENEFICIALLY  
OWNED BY EACH 8 SHARED VOTING POWER  
REPORTING PERSON 1,026,500  
WITH  
9 SOLE DISPOSITIVE POWER  
8,400  
-----  
10 SHARED DISPOSITIVE POWER  
1,026,500

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,034,900

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.94%

-----  
14 TYPE OF REPORTING PERSON  
IN  
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(1) By virtue of their ownership of Management Insights, Inc., Robert Coates and Suzanne Coates may be deemed to be the beneficial owners of the common stock of Evolving Systems, Inc. directly owned by Management Insights, Inc.

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SCHEDULE 13D

CUSIP No. 30049R100  
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1 NAME OF REPORTING PERSON  
Suzanne Coates (1)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
N/A

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS  
N/A

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

-----  
7 SOLE VOTING POWER  
NUMBER OF SHARES -0-  
BENEFICIALLY

-----  
8 SHARED VOTING POWER  
OWNED BY EACH 1,026,500  
REPORTING PERSON

-----  
9 SOLE DISPOSITIVE POWER  
WITH -0-

-----  
10 SHARED DISPOSITIVE POWER  
1,026,500

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,026,500

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.87%

-----  
14 TYPE OF REPORTING PERSON

IN  
-----

(1) By virtue of their ownership of Management Insights, Inc., Robert Coates and Suzanne Coates may be deemed to be the beneficial owners of the common stock of Evolving Systems, Inc. directly owned by Management Insights, Inc.

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SCHEDULE 13D

ITEM 1. SECURITY AND ISSUER

This Schedule 13D relates to the shares of common stock of Evolving Systems, Inc., a Delaware corporation (the "Issuer"), whose principal executive offices are located at 9777 Mt. Pyramid Court, Englewood, Colorado 80112.

ITEM 2. IDENTITY AND BACKGROUND

(a), (b) & (c)

This statement is filed by Management Insights, Inc., Robert Coates and Suzanne Coates (hereinafter known as the "Reporting Persons"). Management Insights is principally engaged in the business of tax consulting. Robert Coates and Suzanne Coates are the only shareholders of Management Insights, Inc. Robert Coates is the President of Management Insights, Inc. Suzanne Coates is Secretary of Management Insights, Inc. The address of Management Insights, Inc. is 14755 Preston Road, Suite 525, Dallas, Texas 75254. Robert Coates and Suzanne Coates are the only members of the Management Insights, Inc. board of directors.

(d) & (e)

During the last five years, none of the Reporting Persons have been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) a party to a civil proceeding of a judicial or administrative body resulting in 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 violations with respect to such laws.

(f) Management Insights, Inc. is a corporation duly incorporated under the laws of the state of Texas. Robert Coates and Suzanne Coates are United States citizens.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The filing persons used cash to purchase the shares of common stock. The amount of funds was approximately \$5.6 million.

ITEM 4. PURPOSE OF TRANSACTION

The market value of the common stock of the Issuer has been steadily decreasing. As an interested and significant shareholder, the Reporting Persons will take all actions necessary as may be deemed appropriate to protect their

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investment in the Issuer. Subject to a continuing review of the business prospects of the Issuer and depending on market conditions, economic conditions and other relevant factors, the Reporting Persons may determine to increase, decrease or entirely dispose of their holdings in the Issuer, purchase by private purchase, in the open market, by tender offer or otherwise, additional equity securities of the Issuer for investment, or acquire or seek to acquire control of the Issuer by merger, proxy solicitation, exchange of securities, asset acquisition, tender offer or in privately negotiated transactions on such terms and at such times as they may consider desirable.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) - (b) Management Insights, Inc. directly owns 1,026,500 shares of common stock of the Issuer, or approximately 7.87%. Since Robert Coates and Suzanne Coates have the power to direct the affairs of Management Insights, Inc., they may be deemed to be beneficial owners of the common stock of the Issuer directly owned by Management Insights, Inc. Robert Coates owns 8,400 shares personally.

(c) None of the Reporting Persons have effected any transaction in Issuer common stock during the past 60 days.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Management Insights, Inc. is a Texas corporation that has Robert Coates and Suzanne Coates as its only shareholders. Robert Coates is President of Management Insights, Inc., and Suzanne Coates is Secretary of Management Insights, Inc.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

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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.

Dated: November 5, 2001

MANAGEMENT INSIGHTS, INC.

By: /s/ Robert Coates

-----  
Name: Robert Coates

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Title: President

/s/ Robert Coates

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Robert Coates

/s/ Suzanne Coates

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Suzanne Coates