

Askarpour Shahram
Form 3
April 10, 2012

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 Askarpour Shahram (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 04/02/2012 | 3. Issuer Name and Ticker or Trading Symbol INNOVATIVE SOLUTIONS & SUPPORT INC [ISSC] | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|---------------------------------------------------------------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------------------|------------------------------------------------------|

C/O INNOVATIVE SOLUTIONS & SUPPORT, INC.,Â 720 PENNSYLVANIA DR.
(Street)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
President

EXTON,Â PAÂ 19341

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 2,000 | D | Â |

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 | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|------------------------------------------------------------|---|
| Employee Stock Option (Right to Buy) | Â (1) | 08/07/2013 | Common Stock | 1,500 | \$ 4.733 | D | Â |
| Employee Stock Option (Right to Buy) | Â (1) | 03/19/2014 | Common Stock | 15,000 | \$ 8.9 | D | Â |
| Employee Stock Option (Right to Buy) | Â (1) | 07/27/2014 | Common Stock | 15,000 | \$ 14.167 | D | Â |
| Employee Stock Option (Right to Buy) | Â (1) | 01/11/2016 | Common Stock | 20,000 | \$ 13.45 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 02/21/2018 | Common Stock | 20,000 | \$ 7.77 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 08/15/2021 | Common Stock | 45,000 | \$ 5.28 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 02/21/2022 | Common Stock | 250,000 | \$ 3.98 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Askarpour Shahram C/O INNOVATIVE SOLUTIONS & SUPPORT, INC. 720 PENNSYLVANIA DR. EXTON, PA 19341 | Â | Â | Â President | Â |

Signatures

/s/ Ronald C. Albrech, as attorney-in-fact 04/10/2012

__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).
- (1) Option is currently exercisable.
- (2) Option vests in five equal annual installments, which began on February 21, 2009, and will be fully vested on February 21, 2013.
- (3) Option vests in three equal annual installments, beginning on August 15, 2012, and will be fully vested on August 15, 2014.
- (4) Option vests in three equal annual installments, beginning on February 21, 2013, and will be fully vested on February 21, 2015.

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.