

AIA ACQUISITION CORP
Form SC 13G/A
February 12, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2
(Amendment No. 1)1

Kingstone Companies, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

496719105

(CUSIP Number)

December 31, 2009

(Date of Event Which Requires Filing of this Statement)

Check appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

1The 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP NO. 496719105

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| | | |
|--|---------------------|---|
| 1 | | NAME OF REPORTING PERSONS |
| | | AIA Acquisition Corp. |
| 2 | | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* |
| | | (a) <input type="checkbox"/> |
| | | (b) <input checked="" type="checkbox"/> |
| 3 | | SEC USE ONLY |
| 4 | | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | | Pennsylvania |
| | 5 | SOLE VOTING POWER |
| | | 439,600 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 7 8 | SHARED VOTING POWER |
| | | 0 |
| | | SOLE DISPOSITIVE POWER |
| | | 439,600 |
| | | SHARED DISPOSITIVE POWER |
| | | 0 |
| 9 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | | 439,600 |
| 10 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> |
| 11 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 |
| | | 13.0% |
| 12 | | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) |
| | | CO |

Item 1(a). Name of Issuer:

Kingstone Companies, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1158 Broadway
Hewlett, New York 11557

Item 2(a). Name of Person Filing:

AIA Acquisition Corp.

Item 2(b). Address of Principal Business Office or, if none, Residence:

6787 Market Street
Upper Darby, Pennsylvania 19082

Item 2(c). Citizenship:

Pennsylvania

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.01 per share

Item 2(e). CUSIP Number:

496719105

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is:

- (a) A Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) A Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) An insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) An investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Item 4(a). Amount Beneficially Owned:

As of December 31, 2009, AIA Acquisition Corp. beneficially owned 439,600 shares of Common Stock of the Issuer, including 390,000 shares which are issuable upon the conversion of currently convertible shares of Series E Preferred Stock of the Issuer (the "Preferred Stock").

Item 4(b). Percent of Class:

13.0% beneficially owned by AIA Acquisition Corp. Calculation of percentage of beneficial ownership is based on 2,979,582 shares of the Issuer's Common Stock outstanding on September 30, 2009 as reported by the Issuer in its Quarterly Report filed on Form 10-Q for the period ended September 30, 2009, plus 390,000 shares of Common Stock issuable upon the conversion of the Preferred Stock.

Item 4(c). Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 439,600
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 439,600
- (iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

2-11-10

Date

AIA Acquisition Corp.

By: /s/ Steven Shapiro
Name: Steven Shapiro
Title: President