
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Palladyne AI Corp.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

80359A205

(CUSIP Number)

**WILLIAM KERBER
3917 NE 104TH,
OKLAHOMA CITY, OK, 73131
405-373-6600**

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

12/27/2024

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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. 80359A205

Name of reporting person

1
KERBER WILLIAM XAVIER III

2
Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 PF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 OKLAHOMA

Sole Voting Power

7

2,092,482.00

Number of Shares Beneficially

Shared Voting Power

8

Owned by Each Reporting Person

200,000.00

Sole Dispositive Power

9

With: 2,092,482.00

Shared Dispositive Power

10

200,000.00

Aggregate amount beneficially owned by each reporting person

11 2,292,482.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 7.6 %

Type of Reporting Person (See Instructions)

14 IN

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Common Stock, \$0.0001 par value per share

Name of Issuer:

(b) Palladyne AI Corp.

Address of Issuer's Principal Executive Offices:

(c) 650 SOUTH 500 WEST, 650 SOUTH 500 WEST, SALT LAKE CITY, UTAH , 84101.

Item 2. Identity and Background

(a) William Xavier Kerber III

(b) 3917 NE 104th ST Oklahoma City, OK. 73131

(c) CEO Human Mode LLC 3917 NE 104th ST Oklahoma City, OK. 73131

(d) During the past 5 years, Mr. Kerber has not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past 5 years, Mr. Kerber has not been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding such person 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) United States
- Item 3. Source and Amount of Funds or Other Consideration
Personal Funds
- Item 4. Purpose of Transaction
Mr. Kerber purchased the issuer's Common stock as an individual for the purposes of investment. Since the filing of the last amendment dated September 17th, 2024, Mr. Kerber has made the following changes to his holdings of the issuer's Common Stock: * Purchases and Sales resulting in a net change of 110,555 less Common Stock owned directly * A gift of 100,000 shares to the Vincent Kerber Irrevocable Trust * A gift of 100,000 shares to the Katheryn Kerber Irrevocable Trust. Mr. Kerber holds a role as an investment advisor to these two trusts and maintains shared voting and dispositive power of the Issuer's Common Stock held within them.
- Item 5. Interest in Securities of the Issuer
As of the date of this Amendment No. 2, Mr. Kerber beneficially owns an aggregate of 2,292,482 shares of the Issuer's Common stock or 7.61% of the Issuer's outstanding shares of Common Stock. The beneficial ownership percentages used in this Schedule are calculated based on the 30,112,399 shares of Common Stock of the Issuer outstanding as of November 6, 2024. This beneficial ownership consists of: * 2,092,482 shares of Common Stock held directly by Mr. Kerber. * 200,000 shares of Common Stock held indirectly through the Vincent Kerber and Katheryn Kerber Irrevocable trusts where he serves as an advisor. As of the date of this Amendment, Mr. Kerber has sole voting and dispositive power of 2,092,482 shares and shared voting and dispositive power of 200,000 shares of the Issuer's Common Stock through his advisory role to these trusts.
- (a)
- As of the date of this Amendment No. 2, Mr. Kerber beneficially owns an aggregate of 2,292,482 shares of the Issuer's Common stock or 7.61% of the Issuer's outstanding shares of Common Stock. The beneficial ownership percentages used in this Schedule are calculated based on the 30,112,399 shares of Common Stock of the Issuer outstanding as of November 6, 2024. This beneficial ownership consists of: * 2,092,482 shares of Common Stock held directly by Mr. Kerber. * 200,000 shares of Common Stock held indirectly through the Vincent Kerber and Katheryn Kerber Irrevocable trusts where he serves as an advisor. As of the date of this Amendment, Mr. Kerber has sole voting and dispositive power of 2,092,482 shares and shared voting and dispositive power of 200,000 shares of the Issuer's Common Stock through his advisory role to these trusts.
- (b)
- Except as described in this Item 5(c). Mr. Kerber has not effected any transactions in the Common Stock during the past 60 days. Date Purchase/Sale Shares Price 11/14/2024 Purchase 118,602 \$1.78 11/22/2024 Sale -99,141 \$4.04 12/17/2024 Purchase 32,401 \$3.73 12/19/2024 Sale -1,300 \$3.06 12/19/2024 Purchase 13,075 \$3.11 12/20/2024 Purchase 26,700 \$3.44 12/26/2024 Sale -100,892 \$8.21 12/27/2024 Sale -100,000 \$12.36 Date Gift Shares 12/17/2024 Vincent. Kerber Trust 100,000 \$3.54 12/17/2024 Katheryn Kerber Trust 100,000 \$3.54
- (c)
- In addition to Mr. Kerber's beneficial ownership, The trustee of the two trusts listed in section 5(a) has the power to direct the receipt of dividends from, or the proceeds from the sale of thee Issuers Common Stock held within. As of the date of this Amendment the acting trustee is Chi Kerber, Mr. Kerber's spouse. The two trusts each hold less than 5% interest in the Issuer's Common Stock.
- (d)
- (e) N/A
- Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
As of the filing date of this Amendment, Mr. Kerber is not involved in any contracts, arrangements, under standings or relationships related to any securities of the Issuer.

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.

KERBER WILLIAM XAVIER III

Signature: William Xavier Kerber III

Name/Title: William Xavier Kerber III

Date: 01/02/2025