XRS Corp Form 4 November 04, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * John Deere Special Technologies Group, Inc.

> (Last) (First) (Middle)

ONE PREMIER PLAZA SUITE 760, 5605 GLENRIDGE DRIVE

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

XRS Corp [XRSC]

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

10/31/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Transaction(s)

(Instr. 3 and 4)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

ATLANTA, GA 30342

(City)

Common Shares,

\$0.01 par value

1.Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

(Zip)

4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported

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

Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

10/31/2014

2,144,060

(1)

Code V

J(2)

(D) Amount Price

(A)

or

D 0 D

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						,
					4, and 5)						
									Amount		
							Expiration Date	Title	or		
									Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
John Deere Special Technologies Group, Inc. ONE PREMIER PLAZA SUITE 760 5605 GLENRIDGE DRIVE ATLANTA, GA 30342		X					
DEERE & CO ONE JOHN DEERE PLACE MOLINE, IL 61265-8098		X					

Signatures

/s/ Mark E. Claeys, President, John Deere Special Technologies
Group, Inc.

**Signature of Reporting Person

Date

/s/ Patrick Webber, Vice President, Deere & Company

**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).
- Deere & Company is the parent of John Deere Special Technologies Group, Inc. (JDSTG) and may be deemed to be the beneficial owner (1) of the shares held by JDSTG. Deere & Company disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein.
- (2) Merger between XRS Corporation and Amundsen Merger Sub Corp., a wholly owned subsidiary of Amundesen Holdings, LLC, pursuant to an Agreement and Plan of Merger dated August 29, 2014.

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.

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