

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A  
(Amendment No. 2)

Under the Securities Exchange Act of 1934

**ATLANTIC TELE-NETWORK, INC.**

(Name of Issuer)

**Common Stock, par value \$.01 per share**

(Title of Class of Securities)

**04907910**

(CUSIP Number)

**December 31, 2013**

(Date of Events Which Requires Filing of this Statement)

Check the 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)

\*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 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. 04907910

1 Name of Reporting Person  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
Andrew Lane

2 Check the Appropriate Box if a Member of the Group

(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization  
USA

5 Sole Voting Power  
1,024,750

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
0

7 Sole Dispositive Power  
1,024,750

8 Shared Dispositive Power  
0

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
1,024,750

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10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11 Percent of Class Represented by Amount in Row (9)  
6.5%

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12 Type of Reporting Person (See Instructions)  
IN

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2

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CUSIP No. 04907910

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1 Name of Reporting Person  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
Cornelius B. Prior, Jr. 2004 Grantor Retained Annuity Trust

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2 Check the Appropriate Box if a Member of the Group

(a)

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(b)

---

3 SEC Use Only

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4 Citizenship or Place of Organization  
USA

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5 Sole Voting Power  
1,024,750

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
0

---

7 Sole Dispositive Power  
1,024,750

---

8 Shared Dispositive Power  
0

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
1,024,750

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10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11 Percent of Class Represented by Amount in Row (9)  
6.5%

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12 Type of Reporting Person (See Instructions)  
OO

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3

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CUSIP No. 04907910

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**Item 1.**

- (a) Name of Issuer:  
Atlantic Tele-Network, Inc.
- 
- (b) Address of Issuer's Principal Executive Offices:  
600 Cummings Center  
Beverly, MA 01915
- 

**Item 2.**

- (a) Name of Person Filing:  
Andrew Lane  
Cornelius B. Prior, Jr. 2004 Grantor Retained Annuity Trust (the "GRAT")
- 
- Mr. Lane and the GRAT are each filing this Schedule pursuant to Rule 13d-1(c). Mr. Lane serves as the sole trustee for the GRAT.
- (b) Address of Principal Business Office, or if none, Residence:  
Andrew Lane:  
43 Otis Street  
Newtonville, MA 02460
- Cornelius B. Prior, Jr. 2004 Grantor Retained Annuity Trust  
c/o Andrew Lane:  
9719 Estate Thomas  
St. Thomas, Virgin Islands 00802
- 
- (c) Citizenship:  
Andrew Lane - United States of America
- 
- (d) Title of Class of Securities:  
Common Stock, par value \$.01 per share
- 
- (e) CUSIP Number:  
04907910
- 

**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.
- (b)  Bank as defined in section 3(a)(6) of the Act.
- (c)  Insurance company as defined in section 3(a)(19) of the Act.
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940.
- (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 association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (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;
- (j)  Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

Not Applicable.

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

Andrew Lane:	1,024,750*
Cornelius B. Prior, Jr. 2004 Grantor Retained Annuity Trust:	1,024,750**

\* Includes 1,024,750 shares held by the Cornelius B. Prior, Jr. 2004 GRAT for which Mr. Lane serves as sole trustee.

\*\* Mr. Lane serves as sole trustee.

(b) Percent of class:

Andrew Lane:	6.5%
Cornelius B. Prior, Jr. 2004 Grantor Retained Annuity Trust:	6.5%

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

(i) Sole power to vote or direct the vote

Andrew Lane:	1,024,750
Cornelius B. Prior, Jr. 2004 Grantor Retained Annuity Trust:	1,024,750

(ii) Shared power to vote or to direct the vote

Andrew Lane:	0
Cornelius B. Prior, Jr. 2004 Grantor Retained Annuity Trust:	0

(iii) Sole power to dispose or to direct the disposition of

Andrew Lane:	1,024,750
Cornelius B. Prior, Jr. 2004 Grantor Retained Annuity Trust:	1,024,750

(iv) Shared power to dispose or to direct the disposition of

Andrew Lane:	0
Cornelius B. Prior, Jr. 2004 Grantor Retained Annuity Trust:	0

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**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.**

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.

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.

Date: February 12, 2014

By: /s/ Andrew Lane  
Andrew Lane

CORNELIUS B. PRIOR, JR. 2004 GRANTOR RETAINED ANNUITY TRUST

By: /s/ Andrew Lane  
Andrew Lane, Trustee

**Exhibit Index**

<u>Exhibit Number</u>	<u>Exhibit</u>
99.1	Joint Filing Agreement dated February 12, 2014 by and between Andrew Lane and the Cornelius B. Prior, Jr. 2004 Grantor Retained Annuity Trust.

AGREEMENT

Pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, each of the undersigned hereby agrees to the filing of this Statement on Schedule 13G/A on his or her behalf.

Date: February 12, 2014

/s/ Andrew Lane

Andrew Lane

Cornelius B. Prior, Jr. 2004 Grantor Retained  
Annuity Trust

/s/ Andrew Lane

By: Andrew Lane, Trustee

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