

SAND HILL IT SECURITY ACQUISITION CORP  
Form 425  
December 19, 2005

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 16, 2005**

**SAND HILL IT SECURITY ACQUISITION CORP.**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>0-50813</b>	<b>20-0996152</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**3000 Sand Hill Road  
Building 1, Suite 240  
Menlo Park, California**  
(Address of principal executive  
offices)

**94025**  
(Zip Code)

Registrant's telephone number, including area code: **(650)**  
**926-7022**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐

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Pre-commencement communications pursuant to Rule 13e-4(c) under  
the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01 Other Events.

On December 19, 2005, the Company announced that on December 16, 2005, the Company filed a registration statement with the Securities and Exchange Commission in connection with the Company's proposed merger with St. Bernard Software, Inc.. A copy of the press release announcing the filing of the registration statement is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

**Financial statements of businesses acquired.**

Not applicable.

**(b) Pro forma financial information.**

Not applicable.

**(c) Exhibits.**

The following exhibits are furnished in accordance with the provisions of Item 601 of Regulation S-K:

<b><u>Exhibit Number</u></b>	<b><u>Description of Exhibit</u></b>
99.1	Press Release dated December 19, 2005

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SAND HILL IT SECURITY ACQUISITION CORP.**

Date: December 16, 2005

By: /s/ Humphrey P. Polanen  
Name: Humphrey P. Polanen  
Title: Chief Executive Officer