

SPECTRUM SCIENCES & SOFTWARE HOLDINGS CORP  
Form 8-K  
July 07, 2006

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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):

May 15, 2006

Spectrum Sciences & Software Holdings Corp

(Exact name of registrant as specified in its charter)

Delaware

000-50373

90-0182158

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

3130 Fairview Park Drive, Suite 400, Falls  
Church, Virginia

22042

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

703-564-2967

Not Applicable

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:

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



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**Item 2.02 Results of Operations and Financial Condition.**

On May 15, 2006, Spectrum Sciences & Software Holdings Corp. issued a press release announcing its operating and financial results for the fiscal quarter ended March 31, 2006. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

During a review of our filings, we noted that the Form 8-K associated with the press release had not been filed. The 10-Q for the fiscal quarter ended March 31, 2006 was filed reporting substantially the information the same day the press release was issued.

The information in this report, including Exhibit 99.1, is furnished pursuant to Item 2.02 of this Form 8-K and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall any information contained herein be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is furnished as part of this Report.

Exhibit No. Description

99.1 Press release, dated May 15, 2006

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**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.

Spectrum Sciences & Software Holdings Corp

*May 15, 2006*

By: *Michael M. Megless*

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*Name: Michael M. Megless*  
*Title: Chief Financial Officer*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press release, dated May 15, 2006