

Edgar Filing: DEFENSE TECHNOLOGY SYSTEMS, INC. - Form 8-K/A

DEFENSE TECHNOLOGY SYSTEMS, INC.

Form 8-K/A

January 03, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K/A

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 23, 2005  
(April 13, 2005)

Defense Technology Systems, Inc.

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(Exact Name of Registrant as Specified in its Charter)

Delaware	1-9263	11-2816128
----- (State of Incorporation or Organization)	----- (Commission File Number)	----- (I.R.S. Employer Identification No.)
275K Marcus Blvd. Hauppauge, New York		11788
----- (Address of Principal Executive Offices)		----- (Zip Code)

Registrant's telephone number, including area code: (631) 951-4000

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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))

The registrant hereby amends Items 2.01 and 9.01 of its Current Report on Form  
8-K filed on April 13, 2005, as follows:

Item 2.01 - Completion of Acquisition or Disposition of Assets.

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On April 6, 2005, Defense Technology Systems, Inc. ("DFTS"), completed the acquisition of a majority interest in Digital Computer Integration Corporation ("DCI"), pursuant to a purchase agreement (the "Agreement") with NewMarket Technology, Inc. The Registrant announced the signing of the Agreement on February 28, 2005. A copy of the press release issued April 13, 2005, which was previously filed as Exhibit 99.1 is incorporated herein by reference.

On April 13, 2005, DFTS filed a Current Report on Form 8-K stating that it had completed the acquisition and that the financial statements and pro forma financial information required under Item 9.01 would be filed on Form 8 K/A. This amended Current Report on Form 8-K contains the required financial statements and pro forma financial information.

Item 9.01 - Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

The audited financial statements of Digital Computer Integration Corporation ("DCI") as of December 31, 2004 and December 31, 2003 and the report of Pollard-Kelley Auditing Services, Inc., and Durland & Company, CPAs, P.A., are included Exhibit 99.2 to this Form 8-K and are incorporated herein by reference.

(b) Pro Forma Financial Information

The unaudited pro forma financial statements of DFTS are included Exhibit 99.3 to this Form 8-K and are incorporated herein by reference. The pro forma financial statements are not necessarily indicative of the results that would actually have been attained if the transaction had been in effect on the dates indicated or which may be attained in the future. Such statements should be read in conjunction with the historical financial statements of DFTS and DCI.

(d) Exhibits

EXHIBITS DESCRIPTION

EXHIBITS	DESCRIPTION
10.1	* Acquisition Agreement dated February 28, 2005, by and among Defense Technology Systems, Inc., NewMarket Technology, Inc., and Digital Computer Integration Corporation, as amended (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on April 13, 2005)
23.1	Consent of Independent Auditor Pollard-Kelley Auditing Services, Inc.
23.2	Consent of Independent Auditor Durland & Company, CPAs, P.A.
99.1	* Press Release dated April 13, 2005 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on April 13, 2005)
99.2	Audited financial statements of Digital Computer Integration Corporation
99.3	Pro forma financial statements

\* Previously Filed

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.

Date: December 21, 2005

DEFENSE TECHNOLOGY SYSTEMS, INC.

By: /s/ Philip J. Rauch

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Philip J. Rauch  
Chief Operating & Financial Officer