

QUALSTAR CORP  
Form 8-K  
October 20, 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)

October 17, 2005

**QUALSTAR CORPORATION**

(Exact name of registrant as specified in its charter)

California  
(State or other jurisdiction of  
incorporation)

000-30083  
(Commission File Number)

95-3927330  
(IRS Employer Identification No.)

3990-B Heritage Oak Court, Simi Valley, CA  
(Address of principal executive offices)

93063  
(Zip Code)

Registrant's telephone number, including area code: (805) 583-7744

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On October 8, 2005, Mr. Jose M. Miyar, a member of our Board of Directors and the Chairman of our Audit Committee of the Board, unexpectedly passed away. Mr. Miyar was first elected to our Board on March 17, 2005.

As a result of Mr. Miyar's death, we have only two members on our Audit Committee and one vacancy. In accordance with NASD Rule 4350(d)(2)(A), we are required to have an audit committee consisting of at least three independent directors in order to remain listed on the Nasdaq National Market. In accordance with NASD Rule 4350(d)(4)(B), we have until the earlier of our next annual meeting of shareholders or one year from the date of Mr. Miyar's death to fill the vacancy on our Audit Committee with another director meeting the requirements of Rule 4350(d)(2)(A).

We notified Nasdaq on October 17, 2005, of our noncompliance with Rule 4350(d)(2)(A) resulting from Mr. Miyar's death. We intend to search for a qualified candidate to fill the vacancy on our Audit Committee as expeditiously as possible, and within the time limits prescribed by Rule 4350(d)(4)(B).

At the request of Nasdaq, we released a press release regarding the issue above on October 20, 2005.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press release issued by Qualstar, dated October 20, 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.

QUALSTAR CORPORATION

October 20, 2005

By: /s/ FREDERIC T. BOYER  
Frederic T. Boyer  
Chief Financial Officer