

SM&A  
Form DEFA14A  
March 25, 2008

**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**



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Date of Report (Date of earliest event reported): **March 24, 2008**



**SM&A**

(Exact name of registrant as specified in its charter)

**Delaware**

**0-23585**

**33-0080929**

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)







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(Address of principal executive offices)

(Zip Code)



Registrant's telephone number, including area code: **(949) 975-1550**



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**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 (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))
  - 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 March 24, 2008, SM&A issued a press release in response to the filing by Mr. Steven S. Myers of a preliminary proxy statement on that same date. A copy of SM&A's press release is attached as Exhibit 99.1 to this Form 8-K.

SM&A and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of SM&A in connection with the issuance of the attached press release. Information regarding the interests of these directors and executive officers in any such solicitation will be included in any proxy statement filed by SM&A in connection with the election of directors of SM&A at its 2008 annual meeting of stockholders.

ALL STOCKHOLDERS OF SM&A ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY SM&A FROM THE STOCKHOLDERS OF SM&A FOR USE AT THE 2008 ANNUAL MEETING OF STOCKHOLDERS OF SM&A WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION REGARDING THE ELECTION OF DIRECTORS AND OTHER MATTERS. WHEN COMPLETED, THE DEFINITIVE PROXY STATEMENT AND FORM OF PROXY WILL BE MAILED TO STOCKHOLDERS OF SM&A AND WILL, ALONG WITH OTHER RELEVANT DOCUMENTS, BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, SM&A WILL PROVIDE COPIES OF THE DEFINITIVE PROXY STATEMENT WITHOUT CHARGE UPON REQUEST.

**Item 9.01 Financial Statements and Exhibits.**

Press Release dated March 24, 2008.



**Exhibit List**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated March 24, 2008

**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.

**March 24, 2008**

SM&A

By: /s/ Cathy L. McCarthy  
Name: Cathy L. McCarthy  
Title: President and  
Chief Executive Officer