

SM&A  
Form DFRN14A  
May 22, 2008

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

SM&A

(Name of Registrant as Specified In Its Charter)

Steven S. Myers  
Albert S. Nagy  
Kenneth W. Colbaugh  
Redge E. Bendheim

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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On May 21, 2008, Mr. Myers and SM&A entered into an agreement to resolve the pending proxy contest with respect to the election of directors at SM&A's 2008 annual meeting of stockholders (the Annual Meeting). The terms of the agreement are described in a joint press release issued by Mr. Myers and SM&A, a copy of which is reprinted below. The full agreement is expected to be filed promptly by SM&A with the Securities and Exchange Commission.

Pursuant to the terms of the agreement, Mr. Myers has terminated his proxy solicitation with respect to the election of directors at the Annual Meeting. In addition, Mr. Myers's definitive proxy statement is hereby withdrawn in its entirety. Because Mr. Myers will not be formally nominating any individuals for election as directors at the Annual Meeting, proxies previously granted to Mr. Myers pursuant to the GOLD proxy card that accompanied Mr. Myers's definitive proxy statement will not be voted at the Annual Meeting. In accordance with the agreement, Mr. Myers will vote all shares of SM&A common stock beneficially owned by him in favor of the election of each of SM&A's nominees.

Below is the full text of the joint press release issued today:

**SM&A Board and Company Founder Steven Myers**

**Reach Agreement Ending Proxy Contest**

NEWPORT BEACH, CA May 22, 2008 In a joint statement, SM&A President and Chief Executive Cathy McCarthy and the company's founder and retired Chairman and CEO, Steven Myers, today announced that they had reached a positive and amicable agreement to resolve the pending proxy contest for the benefit of all the company's stockholders, employees and clients.

Under terms of the agreement, SM&A has agreed to add two new independent Board members from a pool of candidates to be recommended by major shareholders including Mr. Myers and approved by the Board. They will replace two existing directors who will voluntarily resign. Mr. Myers will vote his stock for SM&A's nine current directors at the company's annual meeting on Friday, May 23. Mr. Myers also agreed to a standstill agreement that expires in advance of the Company's 2010 annual meeting. Additional terms will be included in the written agreement that will be filed with the Securities and Exchange Commission.

Ms. McCarthy said, "We met with each of our major stockholders over the past few weeks and we take their input seriously. We are extremely gratified by the overwhelming support we received for the steps we have taken and are taking to enhance the future of the company. With this contest behind us I look forward to an open dialogue with Steve and knowing he is available to share his insights and experience.

Said Mr. Myers of the agreement, "This is a true win for SM&A and all of its stakeholders. Cathy and I are committed to an ongoing dialogue, which will surely

advance SM&A's services to its clients, support for its employees and value for its stockholders. I want to express my support for Cathy, Dwight and the Board in their efforts to take SM&A to the next level.

SM&A Chairman Dwight L. Hanger added, "Steve's passion for the company he founded, and spent so many years serving, created the foundation for what we are building today. We are committed to doing whatever we can to enhance stockholder value. We look forward over the next several months to working with our major stockholders to improve the diversity of expertise on our board."

#### **About SM&A**

SM&A is the world's foremost management consulting firm providing leadership and mentoring solutions to PLAN for business capture, WIN competitive procurements and profitably PERFORM on the projects and programs won. Our proven processes, people and tools have delivered significant top-line and bottom-line growth across markets, products and services. From the largest aerospace and defense contractors, through the major software providers, to healthcare and financial/audit service providers, SM&A is the partner many companies turn to WHEN THEY MUST WIN.

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 for use at the 2008 annual meeting of stockholders of SM&A. They contain important information regarding the election of directors and other matters. The definitive proxy statement and form of proxy have been mailed to stockholders of record of SM&A along with other relevant documents. They are available at no charge on the SEC's website at <http://www.sec.gov>. In addition, SM&A will provide copies of the definitive proxy statement without charge upon request.

Some statements made in this news release refer to future actions, strategies, or results that involve a number of risks and uncertainties. Any number of factors could cause actual results to differ materially from expectations, including a shift in demand for SM&A's Competition Management and Program services; fluctuations in the size, timing, and duration of client engagements; delays, cancellations, or shifts in emphasis for competitive procurement activities; declines in future defense, information technology, homeland security, new systems, and research and development expenditures, and other risk factors listed in SM&A's SEC reports, including the report on Form 10-K for the year ended December 31, 2007. Actual results may differ materially from those expressed or implied. The company does not undertake any duty to update forward-looking statements.

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SOURCE: SM&A

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