

Scharfman Scott
Form 4
January 14, 2009

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mill Road Capital, L.P.

(Last) (First) (Middle)

TWO SOUND VIEW
DRIVE, SUITE 300

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SM&A [WINS]

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/29/2008		J ⁽¹⁾	2,086,414 D	\$ 6.25 0	D ⁽²⁾	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mill Road Capital, L.P. TWO SOUND VIEW DRIVE SUITE 300 GREENWICH, CT 06830		X		
Mill Road Capital GP LLC TWO SOUND VIEW DRIVE SUITE 300 GREENWICH, CT 06830		X		
LYNCH THOMAS E TWO SOUND VIEW DRIVE SUITE 300 GREENWICH, CT 06830		X		
Goldman Charles TWO SOUND VIEW DRIVE SUITE 300 GREENWICH, CT 06830		X		
Scharfman Scott TWO SOUND VIEW DRIVE SUITE 300 GREENWICH, CT 06830		X		

Signatures

/s/ Charles M. B. Goldman, Management Committee Director of sole general partner on behalf of Mill Road Capital, L.P. 01/14/2009

__Signature of Reporting Person

Date

/s/ Charles M. B. Goldman, Management Committee Director on behalf of Mill Road Capital GP LLC 01/14/2009

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<u> </u> Signature of Reporting Person	Date
/s/ Charles M. B. Goldman on behalf of Thomas E. Lynch, by power of attorney	01/14/2009
<u> </u> Signature of Reporting Person	Date
/s/ Charles M. B. Goldman	01/14/2009
<u> </u> Signature of Reporting Person	Date
/s/ Charles M. B. Goldman on behalf of Scott P. Scharfman, by power of attorney	01/14/2009
<u> </u> Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares disposed of in the merger, disclosed in the current report on Form 8-K filed by the Issuer on December 29, 2008, of the Issuer with Project Victor Merger Sub., Inc., with Issuer as the surviving entity.
These shares are held by Mill Road Capital, L.P. (the "Fund"). Mill Road Capital GP LLC (the "GP") is the sole general partner of the
- (2) Fund, and Thomas Lynch, Charles Goldman and Scott Scharfman are the Management Committee Directors of the GP. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.