

SM&A  
Form DEFA14A  
December 10, 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**

- Filed by the Registrant
- Filed by a Party other than the Registrant
- Check the appropriate box:
- Preliminary Proxy Statement
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

**SM&A**

(Name of Registrant as Specified In Its Charter)

(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)(4) and 0-11.
- 1) Title of each class of securities to which transaction applies:
  - 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- 1) Amount Previously Paid:
  - 2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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**SM&A Special Meeting of Stockholders Date Set for Monday,  
December 29, 2008**  
*For Immediate Release*

Contact:	SM&A:	Investor Contact:	
	Jim Eckstaedt	Lytham Partners, LLC	MacKenzie Partners
	Chief Financial Officer	Joe Diaz, Robert Blum	Amy Bilbija
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Newport Beach, California December 10, 2008 SM&A (Nasdaq:WINS) has announced that a special meeting date of December 29, 2008 has been established for the Company's stockholders to consider and vote upon the proposal to approve and adopt the previously announced merger of the Company with an affiliate of Odyssey Investment Partners. The merger agreement calls for the payment of \$6.25 per share of SM&A common stock in cash, which represents an aggregate purchase price of approximately \$119.6 million and reflects a premium of approximately 159% over the closing price of SM&A's common stock at close of business on October 30, 2008 prior to the announcement of the transaction on October 31, 2008.

SM&A stockholders of record at the close of business on December 5, 2008 will be entitled to notice of the special meeting and to vote upon the proposal. The special meeting is scheduled to be held at 4685 MacArthur Court, Suite 380, Newport Beach, California 92660 on Monday, December 29, 2008 at 9 a.m., local time.

SM&A expects that the merger will be completed as promptly as practicable after the Special Meeting of Stockholders. A definitive proxy statement with respect to the special meeting was filed with the Securities and Exchange Commission on December 8, 2008 and first mailed to stockholders on or about December 8, 2008.

SM&A's Board of Directors unanimously approved this transaction and urges stockholders to vote **FOR** the approval and adoption of the merger agreement at the special meeting. The company encourages all stockholders to vote their shares promptly by phone, Internet, or by mailing their proxy card, and to contact MacKenzie Partners at 800/322-2885 or collect at 212/929-5500 if they have any questions or need any assistance in voting their shares.

Consummation of the merger is subject to receipt of stockholder approval, as well as satisfaction of other customary closing conditions.

**About Odyssey Investment Partners, LLC**

Odyssey Investment Partners, LLC, based in New York, is a leading middle-market private equity fund with more than \$1.2 billion under management. Odyssey Investment Partners, LLC makes majority, controlled investments primarily in established middle-market companies in a variety of industries, including industrial manufacturing, business, financial and healthcare services, aerospace products, and localized and route-based service businesses. For further information about Odyssey Investment Partners, LLC, please visit [www.odysseyinvestment.com](http://www.odysseyinvestment.com)

**About SM&A:**

SM&A is the world's foremost management consulting firm providing leadership and mentoring solutions to PURSUE 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.

**Cautionary Statements:**

Stockholders of SM&A are urged to read the proxy statement noted above because it contains important information about the proposed transaction. Stockholders may obtain a free copy of the proxy statement and any other relevant documents at the SEC's web site at <http://www.sec.gov>. The definitive proxy statements and these other documents will also be available on SM&A's website ([www.smawins.com](http://www.smawins.com)) and may be obtained free from SM&A by directing a request to SM&A, Attn: Investor Relations, 4695 MacArthur Court, 8th Floor, Newport Beach, CA 92660.

*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 aerospace and defense industries along with System Integration and Information Technology industries, 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 statement.*