

SM&A  
Form 8-K  
December 29, 2008

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**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): December 29, 2008**

**SM&A**

(Exact name of registrant as specified in its charter)

Delaware

0-23585

33-0080929

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

4695 MacArthur Court, 8th Floor, Newport Beach,  
California

92660

(Address of principal executive offices)

(Zip Code)

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

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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EX-99.1

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 29, 2008, in connection with the completion of the merger discussed in Item 8.01, below, each of William C. Bowes, Dwight L. Hanger, J. Christopher Lewis, Cathy L. McCarthy, Peter Pace, Joseph B. Reagan, Robert Rodin, John P. Stenbit and Robert J. Untracht representing all of the directors of SM&A (the Company) has resigned effective upon consummation of the merger.

**Item 8.01 Other Events.**

On December 29, 2008, the Company issued a press release announcing that the Company's stockholders have approved, at a special meeting of the stockholders, the proposed merger of the Company with and into Project Victor Merger Sub, Inc., with the Company as the surviving entity, and further announcing that the merger transaction has been completed. The merger results in Project Victor Holdings, Inc. owning all of outstanding capital stock of the Company. Consequently, the Company intends to file a Form 15 to deregister the Company's common stock from the Nasdaq Stock Market.

A copy of the press release issued by the Company is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of SM&A, issued on December 29, 2008.

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**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.

**December 29, 2008**

SM&A

By: /s/ James R. Eckstaedt

Name: James R. Eckstaedt

Title: Executive Vice President, Finance  
and Chief Financial Officer

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