

AROTECH CORP
Form 8-K
May 18, 2006

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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 May 17,
(Date of earliest 2006
event reported):

AROTECH
CORPORATION
(Exact name of registrant as
specified in its charter)

Delaware **0-23336** **95-4302784**
(State or other (Commission (IRS
jurisdiction of Employer
of File Number) Identification
incorporation) No.)

1229 Oak Valley Drive, **48108**
Ann Arbor, Michigan
(Address of Principal (Zip
Executive Offices) Code)

**Registrant's (800)
telephone number, 281-0356
including area
code:**

(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:

- 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))

SEC 873 (05-06)

**P o t e n t i a l
p e r s o n s w h o
a r e t o r e s p o n d
t o t h e c o l l e c t i o n
o f
i n f o r m a t i o n
c o n t a i n e d i n
t h i s f o r m a r e
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u n l e s s t h e f o r m
d i s p l a y s a
c u r r e n t l y v a l i d
O M B c o n t r o l
n u m b e r .**

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 17, 2006, the Nasdaq Stock Market notified Arotech Corporation of the Nasdaq Listing Qualifications Panel's decision that Arotech's securities will remain listed on the Nasdaq National Market, provided Arotech meets the following conditions set forth in the Panel's decision:

- (i) on or before June 19, 2006, Arotech must file an amended Form 10-K that includes a completed assessment by management of the effectiveness of Arotech's internal control over financial reporting;
- (ii) on or before June 19, 2006, Arotech must obtain approval from its stockholders for implementation of a reverse stock split sufficient to cure its bid price deficiency; and
- (iii) on or before July 6, 2006, Arotech must demonstrate a closing bid price of at least \$1.00 per share for a minimum of ten consecutive business days.

While Arotech expects to meet these conditions, there can be no assurance that it will be successful in doing so.

On May 18, 2006, Arotech announced the above by press release, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

As described above, the following Exhibits are furnished as part of this Current Report on Form 8-K:

Exhibit Number	Description
99.1	Press release dated May 18, 2006

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.

**AROTECH CORPORATION
(Registrant)**

By: /s/ Robert S. Ehrlich
Name: Robert S. Ehrlich
Title: Chairman and CEO

Dated: May 18, 2006