

SM&A
Form DFAN14A
April 28, 2008

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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 o

Filed by a Party other than the Registrant y

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.
(1) Title of each class of securities to which transaction applies:

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On April 28, 2008, Steven S. Myers issued the following press release:

STEVEN S. MYERS, FOUNDER, EX-CEO AND LARGEST SHAREHOLDER OF SM&A, ISSUES STATEMENT

NEWPORT BEACH, Calif., Apr. 28, 2008 Steven S. Myers, the largest shareholder of SM&A (NASDAQ: WINS) as well as the Company's founder and retired chairman and chief executive officer, today issued the following statement in response to inquiries:

"The press release issued by SM&A today seeks to deflect shareholder attention from loss of shareholder value and uncertainty about future profitability to years-old events that occurred during the creation of the company. While they look backward, we look forward.

"SM&A's repeated failure to provide accurate and credible information to the investment community is amply reflected in the public record, and is, in our view, directly responsible for the substantial loss of shareholder value that has occurred over the past year.

"As we've said before, we are pursuing this proxy contest to address four critical issues: (1) providing better financial oversight to ensure reasonably accurate guidance; (2) correcting accounting methodology to remedy the negative impact of the PPI acquisition's accounting process; (3) improving fiscal strategy to more effectively deploy available cash; and (4) reversing recent attrition of critical talent.

"Only by addressing these issues, we believe, can SM&A regain the trust of the investment community and rebuild the value that has been destroyed over the past year.

"We urge SM&A shareholders to vote for the partial Board slate we are proposing, which includes myself; Ken Colbaugh, Al Nagy, and Redge Bendheim."

Mr. Myers has an ownership stake of 2,997,225 shares or approximately 15.7 percent of the Company's outstanding shares.

On April 23rd, Mr. Myers filed with the Securities and Exchange Commission an investor presentation setting forth in detail his reasons for seeking the election of four Board candidates, including himself, to the Company's Board of Directors at the Company's next Annual Meeting, currently set to take place on May 23rd. The presentation can be accessed at www.sec.gov or directly through the following link: http://www.sec.gov/Archives/edgar/data/1050031/000110465908026102/a08-8941_1dfan14a.htm

Every Vote Counts Vote the GOLD PROXY CARD TODAY!

Proxy Material from Steven S. Myers has already been distributed to all shareholders including a GOLD PROXY CARD. Mr. Myers urges all shareholders to vote only the GOLD PROXY CARD. If you have any questions, or need assistance with voting, please contact:

Georgeson Inc.

Toll Free (800) 561-3837

SM&A, based in Newport Beach, Calif., provides competition management and program support services to major industrial customers in the Aerospace & Defense, Information Technology, Telecommunications, and other industries.

Contact: Roy Winnick or Robert Siegfried
Kekst and Company
212-521-4800

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MERITS OF ANY INVESTMENT DECISION. THE VIEWS EXPRESSED HEREIN REPRESENT THE OPINIONS OF STEVEN S. MYERS, AND ARE BASED ON PUBLICLY AVAILABLE INFORMATION WITH RESPECT TO SM&A (THE "ISSUER").

EXCEPT FOR THE HISTORICAL INFORMATION CONTAINED HEREIN, THE MATTERS ADDRESSED IN THIS PRESS RELEASE ARE FORWARD-LOOKING STATEMENTS THAT INVOLVE CERTAIN RISKS AND UNCERTAINTIES. YOU SHOULD BE AWARE THAT ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE CONTAINED IN THE FORWARD-LOOKING STATEMENTS. MR. MYERS ASSUMES NO OBLIGATION TO UPDATE THE FORWARD-LOOKING INFORMATION.

MR. MYERS RESERVES THE RIGHT TO CHANGE ANY OF HIS OPINIONS EXPRESSED HEREIN AT ANY TIME AS HE DEEMS APPROPRIATE. MR. MYERS DISCLAIMS ANY OBLIGATION TO UPDATE THE INFORMATION CONTAINED HEREIN.

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EACH OF MR. MYERS, KENNETH W. COLBAUGH, ALBERT S. NAGY AND REDGE E. BENDHEIM (COLLECTIVELY, THE "PARTICIPANTS") IS DEEMED A PARTICIPANT IN THE SOLICITATION OF PROXIES DESCRIBED IN THIS PRESS RELEASE. INFORMATION REGARDING THE PARTICIPANTS AND THEIR DIRECT OR INDIRECT INTERESTS, BY SECURITY OWNERSHIP OR OTHERWISE, IS AVAILABLE IN THE DEFINITIVE PROXY STATEMENT ON SCHEDULE 14A FILED BY MR. MYERS WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 18, 2008.

ALL STOCKHOLDERS OF THE ISSUER ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY MR. MYERS FOR USE AT THE 2008 ANNUAL MEETING OF STOCKHOLDERS OF THE ISSUER BECAUSE THEY DO AND WILL CONTAIN IMPORTANT INFORMATION. THE DEFINITIVE PROXY STATEMENT AND FORM OF PROXY HAVE BEEN MAILED TO STOCKHOLDERS OF THE ISSUER. STOCKHOLDERS OF THE ISSUER MAY OBTAIN COPIES OF THE DEFINITIVE PROXY STATEMENT AND OTHER RELEVANT DOCUMENTS AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, MR. MYERS WILL PROVIDE COPIES OF THE DEFINITIVE PROXY STATEMENT WITHOUT CHARGE UPON REQUEST.

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