

SM&A
Form 8-K
December 19, 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 19, 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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Item 1.01 Entry into a Material Definitive Agreement.

SM&A, a Delaware corporation (the Company) and Steven S. Myers (Mr. Myers) are parties to that certain Settlement Agreement entered into as of May 21, 2008 (the Settlement Agreement), as amended, pursuant to which, among other things, the Company agreed to replace two members of its board of directors.

The Company and Mr. Myers have agreed to extend the period of time within which such board members must be replaced. The Fifth Amendment states that the Company will take the necessary action prior to January 2, 2009.

The foregoing description of this Fifth Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Fifth Amendment, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

Item 9.01 Financial Statements and Exhibits.

Exhibit 10.1 Fifth Amendment to Settlement Agreement entered into as of December 19, 2008 by and between SM&A, a Delaware corporation and Steven S. Myers.

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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 19, 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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Exhibit List

Exhibit No.	Description
10.1	Fifth Amendment to Settlement Agreement entered into as of December 19, 2008 by and between SM&A, a Delaware corporation and Steven S. Myers.