

SM&A  
Form 8-K  
October 20, 2008

**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): October 17, 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 on August 6, 2008 and September 30, 2008, pursuant to which, among other things, the Company agreed to replace two members of its board of directors prior to October 18, 2008.

The Company and Mr. Myers have agreed to extend the period of time within which such board members must be replaced. The Third Amendment states that the Company will take the necessary action prior to October 25, 2008. The foregoing description of this Third Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Third 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 Third Amendment to Settlement Agreement entered into as of October 17, 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.

**October 20, 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 Third Amendment to Settlement Agreement entered into as of October 17, 2008 by and between SM&A, a Delaware corporation and Steven S. Myers.