

OPNET TECHNOLOGIES INC  
Form 8-K  
December 08, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-K**

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**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 8, 2004 (December 2, 2004)

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**OPNET Technologies, Inc.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**000-30931**  
(Commission File Number)

**52-1483235**  
(IRS Employer

Identification No.)

**7255 Woodmont Avenue**

**Bethesda, Maryland**  
(Address of Principal Executive Offices)

**20814**  
(Zip Code)

Registrant's telephone number, including area code: (240) 497-3000

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**(Former Name or Former Address, if Changed Since Last Report)**

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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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

- (b) Resignation of Principal Financial and Accounting Officer. On December 2, 2004, Joseph W. Kuhn, the Registrant's Vice President and Chief Financial Officer, resigned effective December 31, 2004.
- (c) Appointment of New Principal Financial and Accounting Officer. On December 6, 2004, the Registrant's Board of Directors appointed Corporate Controller, Mel Wesley, III, to serve as acting Chief Financial Officer, effective December 6, 2004. Mr. Wesley is 33 years old and has served as the Registrant's Corporate Controller since June of 2004. From August 2003 to June 2004, Mr. Wesley served as Corporate Controller for SteelCloud, Inc., a publicly traded corporation that provides design, development and manufacturing of network appliances and infrastructure server products. From October 2000 to August 2003, Mr. Wesley served as an Assistant Controller for Learning Tree International, Inc., a publicly traded corporation that provides training to information technology professionals and managers. From December 1999 to October 2000, Mr. Wesley served as Financial Accounting Manager of Learning Tree.

**Item 9.01. Financial Statements and Exhibits**

- (c) Exhibits None.

SIGNATURE

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.

OPNET TECHNOLOGIES, INC.

Date: December 8, 2004

By: /s/ Marc A. Cohen

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Marc A. Cohen, Chairman of the Board and  
Chief Executive Officer