

OPNET TECHNOLOGIES INC  
Form 8-K  
May 12, 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): May 12, 2008 (May 9, 2008)**

**OPNET Technologies, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation

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

**52-1483235**  
(IRS Employer

Identification No.)

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7255 Woodmont Avenue, Bethesda, Maryland  
(Address of Principal Executive Offices)

20814  
(Zip Code)

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

(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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e)

On May 9, 2008, the Compensation Committee of the board of directors of the Registrant (the Compensation Committee ) increased the annual salary of (i) Marc A. Cohen to \$325,000, (ii) Alain J. Cohen to \$325,000 and (iii) Mel F. Wesley to \$220,000. These changes are effective, retroactively, as of April 1, 2008.

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: May 12, 2008

By: /s/ Mel F. Wesley  
Mel F. Wesley,  
Vice President and Chief Financial Officer