

CPS TECHNOLOGIES CORP/DE/
Form 8-K
May 18, 2012

**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 16, 2012

CPS TECHNOLOGIES CORPORATION
(Exact Name of Registrant as Specified in its Charter)

| | | |
|--|-------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation) | 0-16088 (Commission File Number) | 04-2832409 (IRS Employer Identification No.) |
|--|-------------------------------------|---|

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|---|---------------------|
| 111 South Worcester Street, Norton, Massachusetts (Address of principal executive offices) | 02766 (Zip Code) |
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|--|--------------|
| Registrant's telephone number, including area code | 508-222-0614 |
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(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 (17CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c)) under the Exchange Act (17 CFR 240.13e-4(c)).

Item 2.02. Results of Operations and Financial Condition.

The Company hosted a conference call on May 16, 2012 to review the First Quarter results for 2012 and to answer questions from investors. A transcript of this conference call is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The information furnished under Item 2.02, including the Exhibit attached hereto, shall not be deemed 'filed' for any purpose, including for purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

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 thereunto duly authorized.

CPS Technologies Corporation

(Registrant)

/s/ Grant C. Bennett

Date: May 18, 2012 Grant C. Bennett
President and Treasurer
(Principal Executive Officer)

EXHIBIT INDEX

EXHIBIT NUMBER

DESCRIPTION

99.1 Transcript of conference call held May 16, 2012.