

PARK ELECTROCHEMICAL CORP
Form 8-K
December 19, 2007

**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, 2007

PARK ELECTROCHEMICAL CORP.

(Exact Name of Registrant as Specified in Charter)

New York

1-4415

11-1734643

(State or Other Jurisdiction
of Incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

48 South Service Road, Melville, New York

11747

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (631) 465-3600

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:

- 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 2.02 Results of Operations and Financial Condition.

Park Electrochemical Corp. (the Company) issued a news release on December 19, 2007 reporting its results of operations for its 2008 fiscal year third quarter ended November 25, 2007. The Company is furnishing the news release to the Securities and Exchange Commission pursuant to Item 2.02 of Form 8-K as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 News Release dated December 19, 2007

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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.

PARK ELECTROCHEMICAL CORP.

Date: December 19, 2007

By: /s/ P. Matthew Farabaugh

Name: P. Matthew Farabaugh
Title: Vice President and Controller

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EXHIBIT INDEX

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n no changes in our internal controls or in other factors in the last fiscal quarter that has materially affected or is reasonably likely to materially affect our internal control over financial reporting. PART II - OTHER INFORMATION

Item 1. Legal Proceedings. ----- None; not applicable. Item 2. Changes in Securities and Small Business Issuer Purchases of Equity Securities. ----- The following table provides information about all "unregistered" and "restricted" securities that we have sold during the quarterly period ended June 30, 2004, which were not registered under the Securities Act of 1933, as amended:

Date	Name of Owner	Acquired Shares	Consideration
4-16-04	Various investors	99,309	
6-14-04	Langley Park	3,720,930	(1) Equal value of Investments PLC unrestricted shares (906,167 shares) of investment trust Strategic Resources
6-14-04	Security for	3,700,000	(2) Security for \$600,000 LLC loan
6-30-04	Various	756,000	(2) Services valued at consultants \$75,600

(1) We believe that the offer and sale of these securities was exempt from the registration requirements of the Securities Act pursuant to Regulation S of the Securities and Exchange Commission. (2) We believe that the offer and sale of these securities was exempt from the registration requirements of the Securities Act, pursuant to Sections 4(2) and 4(6) thereof, and Regulation D of the Securities and Exchange Commission and from various similar state exemptions. (3) These shares have been issued and delivered to the escrow agent identified in the Secured Loan Agreement between the parties. However, no final agreement has been entered into and we can provide no assurance that there will be any final agreement. If we do not enter into any such agreement, we will re-obtain and cancel these shares. Item 3. Defaults Upon Senior Securities. ----- None; not applicable. Item 4. Submission of Matters to a Vote of Security Holders. ----- None; not applicable. Item 5. Other Information. ----- On May 30, 2003, we signed an Asset Purchase Agreement with Medical Billing Management, Inc., a Mississippi corporation ("MBM"), by and through Margaret Brown, MBM's President, whereby we purchased all of MBM's tangible assets related to medical billing and collection services provided by MBM. This transaction was disclosed in a Current Report on Form 8-K dated May 30, 2004, and filed with the Securities and Exchange Commission on May 10, 2004. See the Exhibit Index, Part II, Item 6 of this Report. On July 14, 2004, which is subsequent to the period covered by this Report, we entered into a Stock Purchase Agreement with Langley Park Investments, PLC, a corporation organized under the laws of England and Wales (the "Agreement"). Under the Agreement, we agreed to issue to Langley Park 4,400,000 "unregistered" and "restricted" shares of our common stock in exchange for a number of shares of Langley Park that is equal to the market value of our 4,400,000 shares (as determined by multiplying 4,400,000 by the average of the closing bid price of our common stock immediately preceding July 30, 2004) after adjusting for the exchange rate between the U.S. dollar and the British pound. Based on this calculation, Langley Park was obligated to issue 906,167 shares to us. We issued 3,720,930 of our shares to Langley Park on June 14, 2004, and issued the remaining 679,070 shares on August 10, 2004. Item 6. Exhibits and Reports on Form 8-K. ----- (a) Exhibits. 31 302 Certification of Arthur D. Lyons. 32 906 Certification. (b) Reports on Form 8-K. Current Report on Form 8-K dated May 30, 2003, and filed May 10, 2004, regarding Asset Purchase Agreement with MBM. Current Report on Form 8-K dated May 10, 2004, and filed May 13, 2004, regarding change in accountants. 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 thereunto duly authorized. OMNI MEDICAL HOLDINGS, INC. Date: 8/20/04 /s/ Arthur D. Lyons ----- Arthur D. Lyons, President, Treasurer and Director Date: 8/20/04 /s/ John Globoker ----- John Globoker, Vice President, Secretary and Director