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Emrise CORP
Form 8-K
February 21, 2007

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) FEBRUARY 14, 2007

EMRISE CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

001-10346

77-0226211

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

9485 HAVEN AVENUE, SUITE 100, RANCHO CUCAMONGA, CALIFORNIA 91730

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(909) 987-9220

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))

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On February 14, 2007, EMRISE Corporation ("Company") held its 2006

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annual meeting of stockholders. At the meeting, Company management disclosed certain estimates regarding the Company's unaudited results of operations for the year ended December 31, 2006. The text of the remarks is attached as Exhibit 99.1 to this report.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Businesses Acquired.

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Shell Company Transactions.

Not applicable.

(d) Exhibits.

Number -----	Description -----
99.1	Text of certain management remarks at 2006 annual meeting of stockholders held February 14, 2007

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.

Date: February 21, 2007

EMRISE CORPORATION

By: /s/ CARMINE T. OLIVA

Carmine T. Oliva, Chief Executive Officer

EXHIBITS ATTACHED TO THIS REPORT

Number -----	Description -----
99.1	Text of certain management remarks at 2006 annual

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meeting of stockholders held February 14, 2007