

MEASUREMENT SPECIALTIES INC
Form 11-K
October 06, 2006

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

FORM 11-K

(MARK ONE)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the fiscal year ended December 31, 2005

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number: 1-11906

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:
Savings Plan for Employees of Measurement Specialties, Inc.

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:
**Measurement Specialties, Inc.
1000 Lucas Way
Hampton, VA 23666**

Savings Plan for Employees of Measurement Specialties, Inc.

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| All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted as they are inapplicable or not required. | |
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Report of Independent Registered Public Accounting Firm

Plan Administrator
Savings Plan for Employees of Measurement Specialties, Inc.

We have audited the accompanying statements of net assets available for benefits of the ***Savings Plan for Employees of Measurement Specialties, Inc.*** as of December 31, 2005 and 2004, and the related statement of changes in net assets available for benefits for the year ended December 31, 2005. These financial statements and supplemental schedules are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2005 and 2004, and the changes in net assets available for benefits for the year ended December 31, 2005 in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/Goodman & Company, L.L.P.

Norfolk, Virginia
October 5, 2006

Savings Plan for Employees of Measurement Specialties, Inc.

Statements of Net Assets Available for Benefits

| December 31, | 2005 | 2004 |
|--|---------------|---------------|
| Cash | \$ 884 | \$ - |
| Investments | 11,935,259 | 11,723,014 |
| Receivables | | |
| Employer contributions | 244,264 | 275,284 |
| Net assets available for benefits | \$ 12,180,407 | \$ 11,998,298 |

The accompanying notes are an integral part of these financial statements.

*Savings Plan for Employees of Measurement Specialties, Inc.**Statement of Changes in Net Assets Available for Benefits***Year Ended December 31, 2005****Additions to net assets attributed to****Investment income**

| | |
|---|------------|
| Net appreciation in fair value of investments | \$ 644,220 |
| Interest and dividends | 165,804 |
| | 810,024 |

Contributions

| | |
|-------------|-----------|
| Participant | 836,403 |
| Employer | 244,264 |
| Rollovers | 6,052 |
| | 1,086,719 |

Total additions

1,896,743

Deductions from net assets attributed to

| | |
|-------------------------------|-----------|
| Benefits paid to participants | 1,691,705 |
| Corrective distributions | 22,917 |
| Administrative expenses | 12 |

Total deductions

1,714,634

Net change

182,109

Net assets available for benefits

| | |
|-------------------|---------------|
| Beginning of year | 11,998,298 |
| End of year | \$ 12,180,407 |

The accompanying notes are an integral part of these financial statements.

Savings Plan for Employees of Measurement Specialties, Inc.

Notes to Financial Statements

December 31, 2005 and 2004

1. Description of Plan

The following description of the *Savings Plan for Employees of Measurement Specialties, Inc.* (Plan) provides general information only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established by Measurement Specialties, Inc. (Company) covering substantially all employees who have ninety days of service and are eighteen years or older. It is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

Contributions

Each year, participants may contribute up to 50 percent of pretax annual compensation, as defined in the Plan. The Company may provide a matching contribution equal to a discretionary percentage. Participants direct the investments of all contributions and the employer contributions into various investment options offered by the Plan. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) plan earnings, and charged with an allocation of administrative expenses, where applicable. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company contributions portion of their accounts is based on years of service, as defined. A participant is 100% vested after four years of credited service.

Participant Loans

Participants may borrow from their accounts amounts up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 5 percent to 10.5 percent, which are commensurate with local prevailing rates. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

On termination of service a participant may elect to receive the value of his or her vested account as a lump sum distribution.

Forfeited Accounts

Forfeitures of the Company's contributions are used to reduce matching contributions or plan expenses.

2. Summary of Accounting Policies**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are primarily stated at fair value as determined by quoted market prices. Participant loans are valued at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

3. Investments

The following presents investments that represent 5 percent or more of the Plan's net assets.

| | December 31, | |
|--|---------------------|--------------|
| | 2005 | 2004 |
| Measurement Specialties, Inc., 92,871 and 100,544 shares, respectively | \$ 2,261,398 | \$ 2,559,850 |
| Dreyfus S&P 500 Index Fund, 25,167 shares | 914,834 | |
| Calvert Large Cap Growth Fund - A, 24,691 shares | 748,388 | |
| PIMCO Total Return Fund, 62,038 shares | 651,402 | |
| Fidelity Prime Fund, 1,805,495 shares | 1,805,495 | |
| Fidelity Advisor Diverse International Fund, 75,100 shares | 1,570,333 | |
| Fidelity Advisor Freedom 2020 Fund, 50,656 shares | 623,570 | |
| Fidelity Advisor New Insights Fund, 115,183 shares | 1,908,575 | |
| Fidelity Advisor Mid Cap II Fund, 46,519 shares | 678,244 | |
| BlackRock Index Equity Fund, 48,489 shares | * | 1,121,072 |

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| | | |
|--|---|-----------|
| Janus Adviser Balanced Fund, 29,389 shares | * | 739,732 |
| Janus Adviser Growth and Income Fund, 77,399 shares | * | 1,274,759 |
| Janus Adviser International Growth Fund, 31,737 shares | * | 917,526 |
| BlackRock Money Market Portfolio | * | 1,651,207 |

**Investment does not represent 5 percent or more of the Plan's net assets at end of the year.*

During 2005, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$644,220 as follows:

| | | |
|--------------|----|-----------|
| Mutual Funds | \$ | 756,147 |
| Common stock | | (111,927) |
| | \$ | 644,220 |

4. Related Party Transactions

The Plan invests in various fund accounts managed by the trustee as well as shares of stock in the Company. At December 31, 2005, the Plan held 92,871 shares of Measurement Specialties, Inc. common stock with a fair value of \$2,261,396. At December 31, 2004, the Plan held 100,544 shares of Measurement Specialties, Inc. stock with a fair value of \$2,559,850. The Plan also held investments in Measurement Specialties Stock Liquidity Fund amounting to \$0 and \$7,869 at December 31, 2005 and 2004, respectively.

5. Tax Status

The Company has adopted a prototype plan document and is relying on the prototype sponsor's opinion letter from the Internal Revenue Service dated November 19, 2001. The letter states that the prototype and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the prototype plan has been amended since receiving the opinion letter, the prototype sponsor and the plan administrator believe that the plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In 2005, the Company matching contribution was based on the Company's fiscal year, March 31, 2005, not the plan year, December 31, 2005, as the Plan document states. Corrections were made for those participants who terminated after the Plan year-end, but before the end of the Company's fiscal year. The Company believes this operational defect will not have an adverse effect on the tax status of the Plan.

6. Plan Termination

Although it has not expressed its intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their employer contributions.

7. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

| | December 31, | |
|--|---------------------|---------------|
| | 2005 | 2004 |
| Net assets available for benefits per the financial statements | \$ 12,180,407 | \$ 11,998,298 |
| Cash | (884) | - |
| Employer contributions receivable | (244,264) | (275,284) |
| Net assets available for benefits per the Form 5500 | \$ 11,935,259 | \$ 11,723,014 |

The following is a reconciliation of contributions per the financial statements to the Form 5500:

| | |
|--|--------------|
| Contributions per the financial statement | \$ 1,086,719 |
| Contributions receivable - December 31, 2005 | (244,264) |
| Contributions receivable - December 31, 2004 | 275,284 |
| Contributions per Form 5500 | \$ 1,117,739 |

* * * * *

*Savings Plan for Employees of Measurement Specialties, Inc.**Schedule of Assets (Held at End of Year)
Schedule H, Line 4i**EIN 22-2378738 Plan 001***December 31, 2005**

| Identity of issue, borrower, lessor, or similar party | | Description of investment including maturity date, rate of interest, collateral, par, or maturity value | Current value |
|---|-----------|--|------------------|
| Dreyfus | 25,167 | shares of S&P 500 index fund | \$ 914,834 |
| Calvert | 24,691 | shares of Large Cap Growth Fund-A | 748,388 |
| PIMCO | 62,038 | shares of Total Return Fund | 651,402 |
| * Measurement Specialties, Inc. | 92,871 | shares of common stock | 2,261,398 |
| Fidelity | 1,805,495 | shares of Prime Fund | 1,805,495 |
| Fidelity Advisor | 7,870 | shares of Equity Income Fund | 223,030 |
| Fidelity Advisor | 75,100 | shares of Diverse International Fund | 1,570,333 |
| Fidelity Advisor | 50,656 | shares of Freedom 2020 Fund | 623,570 |
| Fidelity Advisor | 115,183 | shares of New Insights Fund | 1,908,575 |
| Fidelity Advisor | 20,235 | shares of Value Fund | 271,358 |
| Fidelity Advisor | 46,519 | shares of Mid Cap II Fund | 678,244 |
| * Participant loans | | Maturing through 2011, interest rates ranging from 5% to 10.50%, collateralized by participant accounts | 278,632 |
| | | | \$ 11,935,259 |

* - Identified as a party-in-interest.

See report of Independent Registered Public Accounting Firm.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Savings Plan for Employees of Measurement Specialties, Inc.

/s/ Frank D. Guidone

Frank D. Guidone
Chief Executive Officer of Measurement Specialties, Inc.
The Plan Administrator (Acting)

October 5, 2006

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EXHIBIT INDEX

Exhibit Number

Description

23.1

Consent of Independent Registered Public Accounting Firm
