

SPECTRUM SCIENCES & SOFTWARE HOLDINGS CORP

Form 8-K

March 20, 2006

**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  
March 14, 2006  
Date of Report (Date of earliest event reported)  
Spectrum Sciences & Software Holdings Corp.  
(Exact name of registrant as specified in its charter)**

Delaware

000-50373

90-0182158

**(State or other  
jurisdiction of  
incorporation)**

**(Commission File  
Number)**

**(IRS Employer  
Identification No.)**

3130 Fairview Park Drive, Suite 400, Falls Church,  
Virginia

22042

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code**

(703) 564-2967

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 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 Principal Officers; Election of Directors; Appointment of Principal Officers.**

On March 14, 2006, Mr. William Ham resigned from his position as a Director of the Company, effective immediately. The resignation did not relate to any disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

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**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.

SPECTRUM SCIENCES & SOFTWARE HOLDINGS  
CORP.

Date: March 17, 2006

By: /s/ Michael Megless

Name: Michael Megless

Title: Chief Financial Officer