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QUALSTAR CORP Form 8-K February 05, 2004

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)

February 5, 2004

QUALSTAR CORPORATION (Exact name of registrant as specified in its charter)

California 000-30083 95-3927330 (State or other jurisdiction of (Commission File Number) (IRS Employer incorporation) Identification No.)

3990-B Heritage Oak Court, Simi Valley, CA 93063
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (805) 583-7744

Exhibit Index on page 3

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit

Number Description

99.1 Press release of Qualstar Corporation dated February 5, 2004.

Item 12. Results of Operations and Financial Condition.

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On February 5, 2004, Qualstar Corporation issued a press release regarding results of operations for the fiscal second quarter ended December 31, 2003. A copy of this press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.6 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

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.

QUALSTAR CORPORATION

February 5, 2004

By: /S/ Frederic T. Boyer

Frederic T. Boyer Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description		
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