

SPECTRUM SCIENCES & SOFTWARE HOLDINGS CORP

Form 8-K

July 12, 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**

**Date of Report (Date of earliest event reported): July 12, 2006**

**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 8.01 Other Events.**

On July 12, 2006, a Press Release pertaining to information contained in a Preliminary Proxy filed with the SEC on July 11, 2006 was published by the Company. The Press Release is attached as Exhibit 99.1 to this filing.

The information in this report, including Exhibit 99.1, is furnished pursuant to Item 8.01 of this Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall any information contained herein be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

The following exhibit is furnished as part of this Report.

Exhibit No. Description

99.1 Press Release dated July 12, 2006

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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.

July 12, 2006

Name: Michael M. Megless  
Title: Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit No. Description**

99.1 Press Release dated July 12, 2006

Instr. 8)5. Number of Derivative Securities Acquired (A) or Disposed of (D)  
 (Instr. 3, 4, and 5)6. Date Exercisable and Expiration Date  
 (Month/Day/Year)7. Title and Amount of Underlying Securities  
 (Instr. 3 and 4)8. Price of Derivative Security  
 (Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)  
 (Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)  
 (Instr. 4)11. Nature of Indirect Beneficial Ownership  
 (Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Restricted Stock Units (1)08/12/2008 A  
 1,778 (2) (2) Common Stock 1,778 \$ 0 10,328 D

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASTINGS REED C/O NETFLIX, INC. 100 WINCHESTER CIRCLE LOS GATOS, CA 95032	X			

**Signatures**

Keith R. Dolliver, Attorney-in-fact for Reed  
 Hastings 08/13/2008  
 \*\*Signature of Reporting Person Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one share of Microsoft common stock.
- (2) The restricted stock units are fully vested. Delivery of the shares to the reporting person will be made thirty days after the date of the reporting person's separation from service to the Board of Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.