

CSP INC /MA/  
Form 8-K  
January 23, 2006

UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): January 23, 2006

**CSP Incorporated**

(Exact name of the registrant as specified in its charter)

Massachusetts

(State or other jurisdiction of incorporation)

**0-10843**

**04-2441294**

(Commission File Number) (IRS Employer Identification No.)

**43 Manning Road, Billerica, Massachusetts**

**01821-3901**

(Address of principal executive offices)

(Zip Code)

**(978) 663-7598**

(Registrant's telephone number, including area code)

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:

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On January 23, 2006, we received a letter from the Nasdaq National Market notifying us that because we had failed to file with Nasdaq our annual report on Form 10-K for our fiscal year ended September 30, 2005, as required by Marketplace Rule 4310(c)(14), our securities were subject to delisting from the Nasdaq Stock Market.

The Company expects to file its annual report on Form 10-K by January 25, 2006, with the Securities Exchange Commission, and with Nasdaq, our annual report on Form 10-K for our fiscal year ended September 30, 2005.

(c) Exhibits

99.1 Press Release Dated January 23, 2006

Contact: Gary Levine

Chief Financial Officer

CSP Inc.

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CSP receives delisting notification from nasdaq

BILLERICA, MA, January 23, 2006 - CSP Inc. (NASDAQ:CSPI), a provider of IT Solutions, systems integration services and dense cluster computing systems, announced today that on January 17, 2006 it received a letter from the Nasdaq National Market notifying the Company that because the Company had failed to file with Nasdaq its annual report on Form 10-K for its fiscal year ended September 30, 2005, as required by Marketplace Rule 4310(c)(14), its securities are subject to delisting from the Nasdaq Stock Market.

The Company currently expects to file its annual report on Form 10-K for its fiscal year ended September 30, 2005 by January 25, 2006.

About CSP Inc.

Based in Billerica, Massachusetts and founded in 1968, CSP Inc. (NASDAQ:CSPI) and its subsidiaries develop and market best-of-breed IT solutions, image processing software, systems integration services, and high-performance computer systems. Its Systems segment includes the MultiComputer Division, which supplies high-performance Linux cluster systems for a broad array of defense applications, including radar, sonar and surveillance signal processing. The Company's MODCOMP, Inc. subsidiary, also part of its Service and System Integration segment, was founded in 1970 and which includes the fiscal 2003 acquisition of Technisource, is a leading provider of IT solutions and systems integration services. MODCOMP works with third parties to develop customized solutions in the global IT markets and has offices in the U.S., U.K., and Germany. More information about CSP is available on the Company's website at <http://www.cspi.com>. To learn more about MODCOMP, Inc., please consult <http://www.modcomp.com>. More information about Scanalytics, Inc. is available at <http://www.scanalytics.com>.