

SMITH MICRO SOFTWARE INC

Form 8-K

December 14, 2006

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**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): December 13, 2006

Smith Micro Software, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

0-26536

(Commission File Number)

33-0029027

(IRS Employer
Identification No.)

51 Columbia, Suite 200

Aliso Viejo, California 92656

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(949) 362-5800**

None

(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:

- 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))
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Item 1.01. Entry into a Material Definitive Agreement.

On December 13, 2006, Smith Micro Software, Inc. (the Company) entered into an underwriting agreement in connection with the underwritten offering of 4,500,000 shares of common stock pursuant to the shelf registration statement (File No. 333-137408) filed by the Company with the Securities and Exchange Commission on September 18, 2006, as supplemented by the prospectus supplement filed on December 14, 2006 pursuant to Rule 424(b) promulgated under the Securities Act of 1933, as amended. The underwriting agreement is attached as Exhibit 1.1 to this filing and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement dated December 13, 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, thereunto duly authorized.

Dated: December 14, 2006

SMITH MICRO SOFTWARE, INC.

By: /s/ Andrew Schmidt
Andrew Schmidt
Chief Financial Officer

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1.1	Underwriting Agreement dated December 13, 2006