

SM&A  
Form 8-K  
October 12, 2004

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**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) October 08, 2004

**SM&A**

(Exact name of registrant as specified in its charter)

California

0-23585

33-0080929

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(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

4695 MacArthur Court, Eighth Floor, Newport Beach, California

92660

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (949) 975-1550

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(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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**INFORMATION TO BE INCLUDED IN THE REPORT**  
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SIGNATURES

EXHIBIT INDEX

EXHIBIT 99.1

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**Item 1.01 Material Definitive Agreement and Exhibits.**

(c) Exhibits.

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| 99.1                      | Amendment Number 3 to the Employment Agreement with Bennett C. Beaudry, dated September 28, 2004. |

**Item 7.01 Regulation FD Disclosure.**

On September 28, 2004, SM&A, a California corporation, entered into Amendment Number 3 to the Employment Agreement (the Agreement ) with Bennett C. Beaudry, President and COO of the Company. The Agreement was fully executed on October 08, 2004. A copy of the Agreement is furnished as Exhibit 99.1 to this report.

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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.

SM&A  
(Registrant)

Date: October 08, 2004

/s/ Cathy L. Wood  
(Signature)  
Cathy L. Wood Executive Vice President,  
Chief  
Financial Officer and Secretary

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