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AQUACELL TECHNOLOGIES INC

Form 8-K

June 10, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 9, 2005

AQUACELL TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------------------|---|
| Delaware | 1-16165 | 33-0750453 |
| ----- (State or other jurisdiction of incorporation) | ----- (Commission File Number) | ----- (IRS Employer Identification No.) |
| 10410 Trademark Street, Rancho Cucamonga, CA | | 91730 |
| ----- (Address of principal executive offices) | | ----- (Zip Code) |

(909) 987-0456

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(e))

ITEM 8.01 Other Events.

AquaCell Technologies, Inc. (the "Company") issued a letter to its stockholders detailing the current status of the Company, its products, programs and marketing efforts. The letter is attached as Exhibit 99.1.

ITEM 9.01 Financial Statements and Exhibits.

(c) Exhibits

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99.1 Copy of Letter to Stockholders dated June 9, 2005.

SIGNATURE

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.

AQUACELL TECHNOLOGIES, INC.

Date: June 10, 2005

By: /s/ Gary S. Wolff

Gary S. Wolff
Principal Accounting Officer