

CSP INC /MA/
Form 8-K
January 17, 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 17, 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 2.02 Results of Operations and Financial Condition.

On January 17, 2006, CSP Inc. (the "Company") issued a press release announcing a delay in filing its Form 10-K Annual Report. A copy of the press release relating to such announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information set forth in this Form 8-K, including the exhibits attached hereto, 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. The information in this Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release Dated January 17, 2006

Contact: Gary Levine Exhibit 99.1

Chief Financial Officer

CSP Inc.

Tel: 978.663.7598 ext. 1200

Fax: 978.663.0150

CSP INC. ANNOUNCES A DELAY IN FILING ITS FORM 10-K ANNUAL REPORT

Company Expects to File During the Week of January 16, 2006

BILLERICA, MA, January 17, 2006 - CSP Inc. (NASDAQ: CSPI), a provider of IT Solutions, systems integration services and dense cluster computing systems, announced today that it had been unable to complete and file its Annual Report on 10K for the fiscal year ended September 30, 2005 on the extended due date, January 13, 2006. The Company filed a Form 12b-25 Notification of Late Filing and announced fiscal year-end results on January 12, 2006. The Company and audit personnel have been working diligently to complete the financial statements and Form 10-K, but the Company has not been able to conclude its work by the extended due date. All remaining issues are expected to be resolved, and audit reports issued by our independent auditors, during the week of January 16, 2006. The Company currently does not expect this work to result in any materially adverse change from the year-end results we announced on January 12, 2006.

Safe Harbor

The Company wishes to take advantage of the "Safe Harbor" provisions of the Private Securities Litigation Reform Act of 1995 with respect to statements that may be deemed to be forward-looking under the Act. Such forward-looking statements may include, but are not limited to, those relating to the performance of the Company and its businesses in fiscal 2006, sales opportunities resulting from investments in Multicomputer products, and the ability of the Company to capitalize on growth opportunities in fiscal 2006 and beyond. The Company cautions that numerous factors could cause actual results to differ materially from any forward-looking statements made by the Company. Such risks include general economic conditions, market factors, competitive factors and pricing pressures, and others described in the Company's filings with the SEC. Please refer to the section on forward-looking statements included in the Company's filings with the Securities and Exchange Commission.

About CSP Inc.

Based in Billerica, Massachusetts and founded in 1968, CSP Inc. and its subsidiaries develop and market best-of-breed IT solutions, image processing software, Systems Integration Services, and high-performance computer systems. CSP's 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 Systems

Segment 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 is available on the Company's web site at www.cspi.com. To learn more about MODCOMP, Inc., consult www.modcomp.com.

