

SM&A  
Form 8-K  
August 23, 2006

**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) **August 22, 2006**

**SM&A**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction  
of incorporation)

**0-23585**  
(Commission  
File Number)

**33-0080929**  
(IRS Employer  
Identification No.)

**4695 MacArthur Court, 8th Floor, Newport  
Beach, California**  
(Address of principal executive offices)

**92660**  
(Zip Code)

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

**Not Applicable**

(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)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o 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 August 22, 2006, SM&A, a California corporation, entered into Amendment Number 6 to the Employment Agreement (the Agreement ) with Cathy L. McCarthy (formerly Wood), President and Chief Operating Officer of the Company.

A copy of the Agreement is furnished as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

Amendment Number 6 to the Employment Agreement with Cathy L. McCarthy dated August 22, 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 hereunto duly authorized.

SM&A

*August 23, 2006*

*By:*

*/s/ Steve D. Handy*

*Name: Steve D. Handy*

*Title: SVP, Chief Financial Officer and  
Secretary*

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Exhibit Index

Exhibit No.	Description
99.1	Amendment Number 6 to the Employment Agreement with Cathy L. McCarthy dated August 22, 2006.

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