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DEFENSE INDUSTRIES INTERNATIONAL INC

Form 8-K

June 01, 2005

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

May 27, 2005

Date of Report
(Date of earliest event reported)

DEFENSE INDUSTRIES INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Nevada	000-30105	84-1421483
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Industrial Zone Erez, P.O. Box 779, Ashkelon 78101, Israel

(Address of principal executive offices and zip code)

011-972-7-689-1661

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On June 1, 2005, the Registrant announced that on May 29, 2005 it had signed a definitive agreement Gov Financial Holdings, Avshalom Hershcovich and Multi Concept Ltd. for a \$1.1 million private placement of its common stock,

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along with warrants to purchase its common stock.

ITEM 8.01 OTHER EVENTS

On June 1, 2005, the Registrant announced that one of its directors, Retired General Richard D. Hearney, resigned from the Registrant's Board of Directors for personal reasons.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

Exhibit 99.1 Press Release dated June 1, 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 thereunto duly authorized.

Date: June 1, 2005

Defense Industries International, Inc.

(Registrant)

By: /s/ Joseph Postbinder

Joseph Postbinder

Chief Executive Officer