

SM&A
Form DEFA14A
May 13, 2008

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o Definitive Proxy Statement
- x Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

- o Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2))

SM&A

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - 1) Title of each class of securities to which transaction applies:
 - 2) Aggregate number of securities to which transaction applies:
 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - 4) Proposed maximum aggregate value of transaction:
 - 5) Total fee paid:
- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - 1) Amount Previously Paid:

Edgar Filing: SM&A - Form DEFA14A

- 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:
-

PROXY Governance Inc. Endorses All Nine SM&A Directors in
May 23 Election

Proxy Advisor Rejects Steven Myers and Three Friends

Newport Beach, CA May 13, 2008 SM&A said today it is gratified that PROXY Governance Inc., one of the leading proxy advisory firms, recommended stockholders reject former CEO Steven Myers' de facto takeover attempt and endorsed all nine current directors for reelection.

The PROXY Governance decision follows a similar recommendation last week by proxy advisor Glass Lewis that also recommended stockholders vote for all nine current SM&A directors.

In reaching its determination, PROXY Governance called Myers' plan for the company less comprehensive and less compelling than the transformational strategic plan the new management team has already begun to execute.

PROXY Governance also said that SM&A's current strategic plan speaks to an aligned board and executive team with a far more comprehensive vision of where, how and why the company will transform itself and the markets in which it competes.

Myers has been seeking to effectively regain control of the company via board seats for himself and three of his friends at SM&A's May 23 annual meeting. Myers was forced to retire from the company last year due to performance-related issues when the current board declined to renew his contract.

Earlier today, SM&A announced its directors had received an unsolicited letter from the company's most senior proposal managers expressing unqualified support for the company's current directors and its leadership team headed by Cathy McCarthy, President and Chief Executive Officer.

We are pleased that both PROXY Governance and Glass Lewis have now recognized the valuable contribution our current board members make and the strength of our strategic plan, as well as the arguments we and our employees have put forth that our stockholders should reject Myers' transparent, self-serving efforts, said SM&A Chairman Dwight L. Hanger.

**We urge you to Vote your White Proxy Card today to
re-elect your current Board and
empower them to continue to guide SM&A to future success.**

The Stockholder meeting will be on Friday, May 23, 2008 with stockholders of record as of April 9, 2008 eligible to vote.

If you have any questions or need assistance in voting, contact
MacKenzie Partners, Inc.
Toll-Free: (800) 322-2885
winsproxy@mackenziepartners.com

Please discard and do not sign any gold proxy cards sent to you by Myers.

About SM&A

SM&A is the world's foremost management consulting firm providing leadership and mentoring solutions to PLAN for business capture, WIN competitive procurements and profitably PERFORM on the projects and programs won. Our proven processes, people and tools have delivered significant top-line and bottom-line growth across markets, products and services. From the largest aerospace and defense contractors, through the major software providers, to healthcare and financial/audit service providers, SM&A is the partner many companies turn to WHEN THEY MUST WIN.

All stockholders of SM&A are advised to read the definitive proxy statement and other documents related to the solicitation of proxies by SM&A for use at the 2008 annual meeting of stockholders of SM&A. They contain important information regarding the election of directors and other matters. The definitive proxy statement and form of proxy have been mailed to stockholders of record of SM&A along with other relevant documents. They are available at no charge on the SEC's website at

<http://www.sec.gov> In addition, SM&A will provide copies of the definitive proxy statement without charge upon request.

Some statements made in this news release refer to future actions, strategies, or results that involve a number of risks and uncertainties. Any number of factors could cause actual results to differ materially from expectations, including a shift in demand for SM&A's Competition Management and Program services; fluctuations in the size, timing, and duration of client engagements; delays, cancellations, or shifts in emphasis for competitive procurement activities; declines in future defense, information technology, homeland security, new systems, and research and development expenditures, and other risk factors listed in SM&A's SEC reports, including the report on Form 10-K for the year ended December 31, 2007. Actual results may differ materially from those expressed or implied. The company does not undertake any duty to update forward-looking statements.

Contact:

Media Contact:

Sitrick and Company

Mike Sitrick/Jim Bates, 310-788-2850

or

Investor Contact:

MacKenzie Partners

Amy Bilbija, 650-798-5206

Senior Vice President

or

SM&A

Jim Eckstaedt, 949-975-1550 ext. 296

Executive Vice President and Chief Financial Officer

Source: SM&A