

AROTECH CORP  
Form 8-K  
April 12, 2006

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OMB APPROVAL		
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**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): April 11, 2006**

**AROTECH CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**                      **0-23336**                      **95-4302784**  
(State or other                      (Commission                      (IRS Employer  
jurisdiction                      File Number)                      Identification No.)  
of  
incorporation)

**1229 Oak Valley Drive, Ann Arbor, Michigan**                      **48108**  
(Address of Principal Executive Offices)                      (Zip Code)

**Registrant's telephone number, including area code: (800) 281-0356**

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(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- 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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**Potential persons  
w h o a r e t o  
r e s p o n d t o t h e  
c o l l e c t i o n o f  
i n f o r m a t i o n  
c o n t a i n e d i n t h i s  
f o r m a r e n o t  
r e q u i r e d t o  
r e s p o n d  
u n l e s s t h e f o r m  
d i s p l a y s a  
c u r r e n t l y v a l i d  
O M B c o n t r o l  
n u m b e r .**

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**Item 1.01 Entry into a Material Definitive Agreement.**

Pursuant to the terms of an Amendment Agreement dated April 11, 2006, Arotech Corporation (the "Company") and Mainfield Enterprises Inc. ("Mainfield") agreed to amend certain of Mainfield's existing warrants (consisting of 155,700 warrants to purchase common stock at a price of \$2.20 per share, 1,063,829 warrants to purchase common stock at a price of \$1.88 per share, and 225,000 warrants to purchase common stock at a price of \$1.38 per share - a total of 1,444,529 warrants) to provide for an exercise price equal to \$0.40, in exchange for (i) immediate exercise by Mainfield of all such warrants, with the exercise price being deposited in a collateral account to secure the Company's obligation to repay its 8% secured convertible debentures due in September 2006, and (ii) the issuance to Mainfield of 577,812 warrants, expiring on March 31, 2008, with an exercise price equal to \$0.594 per share.

The foregoing description of the Amendment Agreement and the warrants issued pursuant thereto is qualified in its entirety by reference to the agreements and instruments themselves, which are attached to this report as Exhibits 4.1 and 4.2 hereto and are incorporated herein by reference.

**Item 3.02 Unregistered Sales of Equity Securities.**

Item 1.01 above is hereby incorporated by reference into this Item 3.02.

We issued the above securities in reliance on the exemption from registration provided by Section 4(2) of the Securities Act as transactions by an issuer not involving a public offering. The issuance of these securities was without the use of an underwriter.

**Item 9.01 Financial Statements and Exhibits.**

As described above, the following Exhibits are furnished as part of this Current Report on Form 8-K:

<b>Exhibit Number</b>	<b>Description</b>
4.1	Amendment Agreement between the Company and Mainfield Enterprises Inc. dated April 11, 2006
4.2	Form of Warrant

**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.

**AROTECH CORPORATION  
(Registrant)**

By: /s/ Robert S. Ehrlich  
Name: Robert S. Ehrlich  
Title: Chairman and CEO

Dated: April 17, 2006



