

Edgar Filing: DIGITAL POWER CORP - Form 8-K

DIGITAL POWER CORP  
Form 8-K  
February 15, 2006

U.S. 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): February 8, 2006

DIGITAL POWER CORPORATION

(Exact name of small business issuer as specified in its charter)

California	1-12711	94-1721931
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(State or other jurisdiction of incorporation or organization)	(Commission File No.)	(IRS Employer Identification No.)

41920 Christy Street, Fremont, CA 94538-3158

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(Address of principal executive offices)

(510) 657-2635

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(Issuer's telephone number)

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 (see General Instruction A.2. below):

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))

Section 3 - Securities and Trading Markets  
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Item 3.02 Unregistered Sales of Equity Securities.

On February 3, 2005, Telkooor Telecom Ltd. ("Telkooor"), an Israeli

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limited liability company, loaned Digital Power Corporation (the "Company") \$250,000 through a Convertible Note. Under the terms of the convertible note, Telkooor loaned \$250,000 interest free until the tenth business day after the Company announced its financial results for fiscal 2005. On February 8, 2006, Telkooor has exercised its right to convert the debt to common stock at \$1.06 per share and received 235,849 shares of common stock of the Company. See the attached Notice of Exercise as Exhibit 20 and a Press Release as Exhibit 99.

Telkooor is the Company's largest shareholder and is primarily engaged in developing, marketing, and selling power supplies and power systems for the telecommunication equipment industry. After the conversion, Telkooor owns 2,897,110 shares of common stock.

### Section 9 - Financial Statements and Exhibits

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#### Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description
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10	Notice of Exercise
99	Press Release dated February 14, 2005, titled "Digital Power Announces Telkooor Exercise of Convertible Note into Common Stock."

#### 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 hereunto duly authorized.

DIGITAL POWER CORPORATION  
(Registrant)

/s/ Jonathan Wax

Date: 02/14/06

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Jonathan Wax  
Chief Executive Officer  
(Principal Executive Officer)