

SPECTRUM SCIENCES & SOFTWARE HOLDINGS CORP

Form 8-K

January 27, 2006

Item 1.01 Entry into a Material Definitive Agreement

On January 23, 2006, Spectrum Sciences & Software Holdings Corp. (the Company) executed a stock option agreement (the Stock Option Agreement) with Michael M. Megless (Megless), who is the Chief Financial Officer and a director of the Company, pursuant to the Amended and Restated Number 2 2004 Non-Statutory Stock Option Plan (the Plan). The Stock Option Agreement is filed herewith as Exhibit 10.1 and is incorporated herein by reference in its entirety. A copy of the Plan was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, dated November 19, 2004, and is incorporated herein by reference in its entirety.

Pursuant to the Stock Option Agreement, the Company granted options to Megless to purchase 326,353 shares of the Company's common stock, \$.0001 par value per share, at an exercise price of the lesser of \$1.55 per share or the fair market value per share at the time of exercise. All of the options issued to Megless vested and became exercisable immediately upon issuance and will expire on January 22, 2008.

Item 9.01 Financial Statements and Exhibits

(c) *Exhibits.*

The following exhibits are filed as part of this report:

Exhibit No.	Description
10.1	Stock Option Agreement

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.

SPECTRUM SCIENCES & SOFTWARE
HOLDINGS CORP.

Date: January 27, 2006

By: /s/ Michael M. Megless

Name: Michael M. Megless

Title: Chief Financial Officer

EXHIBIT INDEX

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