

VERSAR INC  
Form 8-K  
May 11, 2009

---

---

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): May 11, 2009

VERSAR, INC.

(Exact name of Registrant as specified in its charter)

Delaware  
(State of Incorporation)

1-9309  
(Commission File Number)

54-0852979  
(I.R.S. Employer Identification No.)

6850 Versar Center  
Springfield, Virginia 22151  
(Address of principal executive offices)  
(Zip Code)

(703) 750-3000  
(Registrant's telephone number, including area code)

Not Applicable  
(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:

- 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))
- 
- 
-

Item 2.02 Results of Operations and Financial Condition.

On May 11, 2009, Versar, Inc. (the “Company”) issued a press release announcing the Company’s financial results for the third quarter of fiscal year 2009 ended March 27, 2009. A copy of the press release is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release issued May 11, 2009.

2

---

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.

Dated: May 11, 2009

VERSAR, INC.

By:

/s/ James C. Dobbs

James C. Dobbs

Senior Vice President and General Counsel