

OPNET TECHNOLOGIES INC  
Form 8-K  
May 13, 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 13, 2009 (May 13, 2009)**

**OPNET Technologies, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-30931**  
(Commission File Number)

**52-1483235**  
(IRS Employer  
Identification No.)

**7255 Woodmont Avenue, Bethesda, Maryland**  
(Address of Principal Executive Offices)

**20814**  
(Zip Code)

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Registrant's telephone number, including area code: (240) 497-3000

(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 (*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))

**Item 2.02. Results of Operations and Financial Condition**

On May 13, 2009, OPNET Technologies, Inc. announced its financial results for its fourth fiscal quarter ended March 31, 2009. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 8.01. Other Events**

On May 13, 2009, OPNET Technologies, Inc. announced that its Board of Directors has approved a quarterly dividend in the amount of \$0.09 per share, which will be paid on June 29, 2009 to stockholders of record on June 15, 2009. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.2 to this Current Report on Form 8-K.

The information in this Current Report on Form 8-K and the Exhibits attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

99.1 Press Release regarding financial results issued by OPNET Technologies, Inc. on May 13, 2009 (1).

99.2 Press Release regarding quarterly dividend issued by OPNET Technologies, Inc. on May 13, 2009 (2).

(1) This exhibit relating to Item 2.02 shall be deemed to be furnished, and not filed.

(2) This exhibit relating to Item 8.01 shall be deemed to be furnished, and not filed.

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.

OPNET TECHNOLOGIES, INC.

Date: May 13, 2009

By: /s/ Mel F. Wesley  
Mel F. Wesley  
Vice President and Chief Financial Officer

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release regarding financial results issued by OPNET Technologies, Inc. on May 13, 2009
99.2	Press release regarding quarterly dividend issued by OPNET Technologies, Inc. on May 13, 2009