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DATA SYSTEMS & SOFTWARE INC

Form 8-K

March 05, 2004

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 26, 2004

DATA SYSTEMS & SOFTWARE INC.
(Exact Name of Registrant as Specified in its Charter)

| | | |
|--|--|---|
| Delaware ----- (State or Other Jurisdiction of Incorporation) | 0-19771 ----- (Commission file Number) | 22-2786081 ----- (IRS Employer Identification No.) |
|--|--|---|

| | |
|---|------------------------------|
| 200 Route 17, Mahwah, New Jersey ----- (Address of Principal Executive Offices) | 07430 ----- (Zip Code) |
|---|------------------------------|

Registrant's telephone number, including area code: (201) 529-2026

Item 5. Other Events.

On February 26, 2004, the Registrant announced that pursuant to a decision of a Nasdaq Listing Qualifications Panel, the Registrant's Common Stock will continue to be listed on The Nasdaq SmallCap Market under the symbol "DSSCE" based upon an exception to Rule 4310(c)(14) of the Nasdaq Marketplace rules. The press release relating to such announcement is filed as Exhibit 99.1

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hereto.

On March 3, 2004, the Registrant announced that it had retained Foresight, an Israeli strategic and financial consulting and research firm, to perform a valuation of the Registrant, its various subsidiaries and its Converge Inc. equity affiliate, as well as perform other analysis to be utilized by the Board of Directors of the Registrant in its exploration of possible strategic alternatives. The press release relating to such announcement is filed as Exhibit 99.2 hereto.

Item 7. Financial Statements and Exhibits.

(c) Exhibit 99.1 Press Release dated February 26, 2004

Exhibit 99.2 Press Release dated March 3, 2004

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, in the Township of Mahwah, State of New Jersey, on March 5, 2004.

DATA SYSTEMS & SOFTWARE INC.

BY: /s/ Yacov Kaufman

Yacov Kaufman
Vice President and Chief Financial Officer