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DATA SYSTEMS & SOFTWARE INC

Form 8-K

October 16, 2003

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): October 9, 2003

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

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

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

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

Item 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

On October 9, 2003, KPMG LLP ("KPMG") notified the Registrant that as of that date it had resigned as the Registrant's independent accountant.

The audit reports of KPMG on the Registrant's consolidated financial statements for the past two fiscal years did not contain an adverse opinion or

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disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principles, except the reports of KPMG refer to the Registrant's adoption of Statements of Financial Accounting Standards No. 141, "Business Combinations", for purchase method business combinations completed after June 30, 2001, No. 142, "Goodwill and Other Intangible Assets", effective January 1, 2002, and No. 145, "Rescission of FASB Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical Corrections," in 2002.

During the two most recent fiscal years and through October 9, 2003, there were no disagreements between the Registrant and KPMG as to any matter of accounting principles or practices, financial statement disclosure, or audit scope or procedure, which disagreement, if not resolved to the satisfaction of KPMG, would have caused it to make reference to the subject matter of the disagreement in its reports on the financial statements for such periods within the meaning of Item 304(a)(1)(iv) of Regulation S-K.

KPMG has furnished the Registrant with a letter addressed to the Commission. A copy of this letter is included as Exhibit 16 to this Report on Form 8-K.

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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 October 15, 2003.

DATA SYSTEMS & SOFTWARE INC.

BY: /s/ Yacov Kaufman

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Yacov Kaufman  
Vice President and  
Chief Financial Officer

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### EXHIBIT INDEX

| Exhibits | Description  |
|----------|--|
| -----    | -----  |
| 16       | Letter regarding change in certifying accountants. |

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