

CPI AEROSTRUCTURES INC  
Form 8-K  
March 31, 2006  
SECURITIES AND EXCHANGE COMMISSION  
  
WASHINGTON, D.C. 20549

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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): March 30, 2006

CPI AEROSTRUCTURES, INC.  
(Exact Name of Registrant as Specified in Charter)

New York  
(State or Other Jurisdiction  
of Incorporation)

1-11398  
(Commission  
File Number)

11-2520310  
(IRS Employer  
Identification No.)

60 Heartland Blvd.  
(Address of Principal Executive Offices)

11717  
(Zip Code)

Registrant's telephone number, including area code (631) 586-5200

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 (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))

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Item 2.02 — Results of Operations and Financial Condition

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On March 30, 2006, the Company issued a press release discussing its financial results for the fourth quarter and year ended December 31, 2005. The press release is included as Exhibit 99.1 hereto.

Item 9.01 — Financial Statement and Exhibits

99.1 Press release, dated March 30, 2006, announcing December 31, 2005 financial results

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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: March 30, 2006

CPI AEROSTRUCTURES, INC.

By:

/s/ Edward J. Fred

Edward J. Fred

Chief Executive Officer

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