

ULTRALIFE BATTERIES INC

Form 424B3

June 28, 2006

Filed Pursuant to Rules 424(b)(3) and 424(c) of the Securities Act of 1933
Registration No. 333-67808

Dated June 28, 2006

Prospectus Supplement
(to prospectus dated December 31, 2001
and prospectus supplements dated
July 11, 2002 and October 15, 2003)

Ultralife Batteries, Inc.
1,199,000 Shares of Common Stock
Par Value \$.10

This supplement amends our prospectus dated December 31, 2001, as supplemented on July 11, 2002 and October 15, 2003, and relating to the sale by certain of our stockholders of up to 1,199,000 shares of our Common Stock, par value \$.10 per share.

You should read this supplement in conjunction with the prospectus. Additionally, this supplement is qualified by reference to the prospectus, except to the extent that the information in this supplement supersedes the information contained in the prospectus.

Selling Stockholders

The table below amends and restates Selling Stockholder Table B in the prospectus to reflect certain changes in the names of owners. Accordingly, the information contained in the table supersedes the information in the prospectus with respect to each stockholder listed below.

| Name of Selling Stockholder | Table B | | | |
|--|--|---|---|--|
| | Number of Shares Beneficially Owned Prior to the Completion of the Offering | Number of Shares Registered for Sale Hereby⁽¹⁾⁽²⁾ | Number of Shares Beneficially Owned After Completion of the Offering | Percent of Outstanding Shares |
| Michael Abrams | 2,500 | 2,500 | 0 | * |
| Jason Adelman | 5,000 | 5,000 | 0 | * |
| Matthew Balk | 5,000 | 5,000 | 0 | * |
| Stephen D. Barrett | 545 | 545 | 0 | * |
| Robert L. Clark | 545 | 545 | 0 | * |
| Russell Clark | 109 | 109 | 0 | * |
| Lloyd Glazer | 272 | 272 | 0 | * |
| Jay S. Griswold | 8,175 | 8,175 | 0 | * |
| Vicis Capital Master Fund | 43,600 | 43,600 | 0 | * |
| Herbert Maher | 272 | 272 | 0 | * |
| RHP Master Fund, Ltd. | 36,400 | 36,400 | 0 | * |
| Joseph Sweeney | 273 | 273 | 0 | * |
| Richard Trull | 545 | 545 | 0 | * |
| Scott Weisman | 5,600 | 5,600 | 0 | * |
| Christopher White | 164 | 164 | 0 | * |

| | | | | |
|--------------|---------|---------|---|---|
| Total | 109,000 | 109,000 | 0 | * |
|--------------|---------|---------|---|---|

* Represents beneficial ownership of less than 1%.

- (1) This Registration Statement shall also cover any additional shares of our Common Stock which become issuable in connection with the Common Stock registered for sale hereby by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of Common Stock.

- (2) Figures include the shares that will be issued upon the exercise of the warrants by such selling stockholder.