

PRECISION OPTICS CORPORATION INC  
Form 8-K  
December 23, 2004

UNITED STATES  
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  
THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported):

December 22, 2004

PRECISION OPTICS CORPORATION, INC.

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(Exact name of registrant as specified in its charter)

Massachusetts (State or other jurisdiction of incorporation or organization)	001-10647 (Commission File Number)	04-2795294 (I.R.S. Employer Identification No.)
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22 East Broadway, Gardner, Massachusetts 01440

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(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (978) 630-1800

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 8.01 Other Events.**

On December 22, 2004, Precision Optics Corporation, Inc. (the Company ) received a letter from The Nasdaq Stock Market notifying the Company that the Company has regained compliance with the \$1.00 minimum per share bid price requirement for continued listing on the Nasdaq SmallCap Market.

On December 22, 2004, the Company issued a press release, attached to this Current Report on Form 8-K as Exhibit 99.1, reporting that it had received the letter from Nasdaq.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibit Number    Description

99.1                    Press Release issued by Precision Optics Corporation, Inc. on December 22, 2004.

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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.

PRECISION OPTICS CORPORATION, INC.

Date: December 23, 2004

By: /s/ Jack P. Dreimiller

Name: Jack P. Dreimiller

Title: Senior Vice President, Finance and  
Chief Financial Officer

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release issued by Precision Optics Corporation, Inc. on December 22, 2004.