
UNITED STATES 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): June 15, 2006

DIGITAL POWER CORPORATION

(Exact name of registrant as specified in its charter)

California

(State or other jurisdiction
of incorporation)

1-12711

(Commission
File No.)

94-1721931

(I.R.S. Employer
Identification No.)

41920 Christy Street, Fremont, California 94538
(Address of principal executive offices) (Zip Code)

(510) 657-2635
(Registrant's telephone number, including area code)

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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SECTION 3 - SECURITIES AND TRADING MARKETS

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On June 13, 2006, Digital Power Corporation (the "Company") received a written notice from the American Stock Exchange (the "AMEX") notifying the Company it has evidenced compliance with the requirements necessary for continued listing on the AMEX, subject to the provisions of section 1009 (h) of the AMEX Company Guide which reads as follows:

"If the company, within 12 months of the end of the Plan Period (including any early termination of the Plan Period under the procedures described in paragraph (g)), is again determined to be below continued listing standards, the Exchange staff will examine the relationship between the two incidents of falling below continued listing standards and re-evaluate the company's method of financial recovery from the first incident. It will then take appropriate action, which, depending upon the circumstances, may include truncating the procedures described above or immediately initiating delisting proceedings."

Previously, on May 3, 2005, the Company had announced that it was subject to delisting because of its shareholders' equity of less than \$4,000,000, losses from continuing operations, and/or net losses in three out of its four most recent fiscal years. In order to maintain its AMEX listing, the Company submitted a recovery plan on June 3, 2005, advising the AMEX of actions it had taken or would take to bring the Company into compliance with the continued listing standards within a maximum of 18 months. On June 28, 2005, the AMEX approved the Company's recovery plan and allowed uninterrupted trading of the Company's common stock

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Exhibit Description
99	Press release dated June 19, 2006 titled "Digital Power Corporation Reports Reinstatement of continued listing On AMEX"

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.

**DIGITAL POWER CORPORATION,
a California Corporation**

Dated: June 20, 2006

/s/ Jonathan Wax

*Jonathan Wax,
Chief Executive Officer and President*

EXHIBIT INDEX

Exhibit No.	Description
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99	Press release dated June 19, 2006 titled "Digital Power Corporation Reports Reinstatement of continued listing On AMEX"

**DIGITAL POWER CORPORATION REPORTS REINSTATEMENT OF CONTINUED LISTING ON
AMEX**

FREMONT, Calif., June 19 /PRNewswire/ -- Digital Power Corporation (Amex: DPW) (herein "Digital Power" or "the Company") has announced that it received a written notice from the American Stock Exchange (the "AMEX") advising that the Company has now evidenced compliance with the requirements necessary for continued listing on the AMEX. Previously, on May 3, 2005, Digital Power had announced that it was subject to delisting because of its shareholders' equity of less than \$4,000,000, losses from continuing operations, and/or net losses in three out of its four most recent fiscal years.

In order to maintain its AMEX listing, the Company submitted a recovery plan on June 3, 2005, advising the AMEX of actions it had taken or would take to bring the Company into compliance with the continued listing standards within a maximum of 18 months. On June 28, 2005, the AMEX approved the Company's recovery plan and allowed uninterrupted trading of the Company's common stock.

Commenting on the reinstatement of the continued listing status by the AMEX, Digital Power's President and CEO Jonathan Wax said: "We are very pleased with AMEX's decision to allow Digital Power to return to its continued listing status. This action is an additional level of security for our shareholders and is a tribute to the hardworking employees of the Company. We have now demonstrated three straight quarters of profitability and an overall profitability for the 2005 calendar year that was critical to the continued listing status. This is in addition to an over 8% improvement in our cash position and over 24% improvement in revenue for 2005 when compared to 2004."

Digital Power designs, develops, manufactures, markets, and sells switching power supplies to industrial, telecommunication, data communication, medical, and military industries. Its headquarters are located at 41920 Christy Street, Fremont, California 94538-3158; Tel. (510) 657-2635.

The foregoing contains forward-looking statements that are subject to contingencies and uncertainties, which are set forth in Digital Power's Form 10-KSB and other filings with the Securities and Exchange Commission. Such forward-looking statements are not guarantees of future performance and are based upon assumptions about future conditions that could prove to be inaccurate, including, but not limited to, the fact that Digital Power might be able to lower its production costs and that market conditions in the Company's industry are improving. Actual events, transactions, and results may differ materially from anticipated events, transactions, or results described in such statements.

SOURCE Digital Power Corporation

-0- 06/19/2006 /CONTACT: Leo Yen of Digital Power Corporation, +1-408-507-8758/ /Web site: <http://www.digipwr.com/>