

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 28, 2005

DIGITAL POWER CORPORATION

(Exact name of registrant as specified in its charter)

California

1-12711

94-1721931

(State or other
jurisdiction
of incorporation)

(Commission File No.)

(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))

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 28, 2005, American Stock Exchange (the "AMEX") approved Digital Power Corp.'s (the "Company") recovery plan and will continue uninterrupted trading of the Company's common stock on the AMEX. The recovery plan submitted to the AMEX advises it of actions the Company has taken or will take to bring the Company into compliance with the continued listing standards. The targeted completion date of the plan is November 3, 2006.

The Company is not currently in compliance with the AMEX's listing requirements (contained in Section 1003(a)(ii) of the AMEX Company Guide) because its has a shareholders equity of less than \$4,000,000 and losses from continuing operations and/or net losses in three out of its four most recent fiscal years. Listing is being continued pursuant to an extension. During the plan period, the Company will be subject to periodic review to determine whether it is making progress consistent with the plan. If the Company is not in compliance with the listing standards by November 3, 2006 or fails the periodic reviews, the AMEX will likely initiate delisting proceedings. If the Company's shares of common stock are delisted, this may affect the trading market of the Company's shares.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Exhibit Description
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99	Press release dated July 5, 2005, titled "AMEX Approved Digital Power's Recovery Plan"

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: July 5, 2005

/s/ Johnathan Wax

*Jonathan Wax,
Chief Executive Officer and President*

EXHIBIT INDEX

Exhibit No. -----	Exhibit Description -----
99	Press release dated July 5, 2005, titled "AMEX Approved Digital Power's Recovery Plan"

EXHIBIT 99

AMEX APPROVED DIGITAL POWER'S RECOVERY PLAN

FREMONT, California, on July 5, 2005, Digital Power Corporation ("Digital Power") (Amex: DPW) announced the American Stock Exchange (the "AMEX") approved Digital Power's recovery plan to regain compliance with AMEX's continued listing standards. Digital Power's common stock will continue uninterrupted trading on the AMEX. The targeted completion date of the plan is November 3, 2006.

Digital Power can achieve compliance by either establishing and maintaining profitability or increasing its shareholders' equity to \$4,000,000. Listing is being continued pursuant to an extension of time to regain compliance with continued listing standards. During the plan period, Digital Power will be subject to periodic review to determine whether it is making progress consistent with the plan. If Digital Power is not in compliance with the listing standards by November 3, 2006 or fails the periodic reviews, the AMEX will likely initiate delisting proceedings.

Commenting, Jonathan Wax, President and CEO of Digital Power stated, "We are very pleased with the approval by the AMEX of our plan, which continues to reaffirm our strategy and efforts to move Digital Power in a positive direction. We have every intention of maintaining our AMEX listing and are committed to support our shareholders."

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

The foregoing contains forward-looking statements, which 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, that Digital Power will be able to lower its production costs and market conditions are improving in Digital Power's industry. Actual events, transactions, and results may differ materially from anticipated events, transactions or results described in such statements.