

DIGITAL POWER CORP

FORM 8-K

(Unscheduled Material Events)

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Industry	Electronic Instr. & Controls
Sector	Technology
Fiscal Year	12/31

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U.S. 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): February 2, 2006

DIGITAL POWER CORPORATION

(Exact name of small business issuer as specified in its charter)

California	1-12711	94-1721931
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(State or other	(Commission File No.)	(IRS Employer
jurisdiction of		Identification No.)

incorporation or organization)

41920 Christy Street, Fremont, CA 94538-3158
(Address of principal executive offices)

(510) 657-2635
(Issuer's telephone number)

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 5 - Corporate Governance and Management

Item 5.02 Departure of Directors or Principal Officers, Election of Directors; Appointment of Principal Officers

(a) Pursuant to an agreement (the "Settlement Agreement") between Mr. Ben Zion Diamant and Mr. David Amitai to settle and resolve all of their respective claims against each other, Mr. Diamant purchased all of Mr. Amitai's shares in Telkooor Telecom, Ltd. ("Telkooor"), the largest shareholder of Digital Power Corporation (the "Company"). The Settlement Agreement resolves all disputes between Mr. Diamant and Mr. Amitai in connection with their holdings of shares and their officers and directors' positions in Telkooor and the Company. Upon the purchase of Mr. Amitai's shares by Mr. Diamant, and pursuant to the Settlement Agreement, Mr. Yuval Menipaz submitted his resignation, effective February 2, 2006. Mr. Menipaz was a member of the Company's Board of Directors, and a member of the Audit and Nomination committees. A copy of his resignation letter is attached herein.

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
(Registrant)

Date: 02/08/06

/s/ Jonathan Wax

Jonathan Wax
Chief Executive Officer
(Principal Executive Officer)

February 2, 2006

Digital Power Corporation

Re: Resignation from Board of Directors and Waiver of Rights

I, the undersigned, hereby resign from the Board of Directors of Digital Power Corporation (the "Company" [or the "Companies"]).

My resignation shall be effective immediately upon the trustees (in Hebrew: "Ne'eman") (as this term is defined in the Share Purchase Agreement between Mr. David Amitai and Mr. Ben-Zion Diamant, dated as of 1/9/06 (the "Agreement")) dating of this resignation letter.

Me resignation is due to the purchase of control in the Company
[or Companies] pursuant to the provisions of the Agreement.

I, the undersigned, hereby declare that subject to my receipt of all amounts owed to me by the Company [Companies] under any applicable law, I hereby waive any claim and/or right of any kind whatsoever towards the Company [Companies], the Affiliates (in Hebrew: "Havarot Kshurot") (as this term is defined in the Agreement), and the Company's [Companies'] and/or the Affiliates' officers and shareholders.

Sincerely yours,

Yuval Menipaz

[name of resigning Director]