

CPI INTERNATIONAL, INC.  
Form 8-K  
August 15, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**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): August 14, 2006**

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**CPI INTERNATIONAL, INC.**

*(Exact Name of Registrant as Specified in Charter)*

**Delaware**  
*(State or Other Jurisdiction  
of Incorporation)*

**000-51928**  
*(Commission  
File Number)*

**75-3142681**  
*(IRS Employer  
Identification No.)*

**811 Hansen Way, Palo Alto, CA**  
*(Address of Principal Executive Offices)*

**94303-1110**  
*(Zip Code)*

**Registrant's telephone number, including area code: (650) 846-2900**

**N/A**

*(Former Name or Former Address, if Changed Since Last Report)*

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.):

- 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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**Item 2.02. Results of Operations and Financial Condition.**

On August 14, 2006, CPI International, Inc. issued a press release announcing its financial results for the third quarter ended June 30, 2006.

A copy of the press release is furnished as Exhibit 99.1 to this report.

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

(d) Exhibits

99.1 CPI International, Inc. press release dated August 14, 2006

The information in this Form 8-K and the exhibit attached hereto pursuant to Item 9.01 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act by CPI International, Inc., except as expressly set forth by specific reference in such a filing.

**SIGNATURE**

Pursuant to the requirements of Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CPI INTERNATIONAL, INC.  
(Registrant)

Date: August 14, 2006

By: /s/ Joel A. Littman

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**Joel A. Littman**  
**Chief Financial Officer**

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