

MATERIAL TECHNOLOGIES INC /CA/  
Form 8-K/A  
August 22, 2007

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

**FORM 8-K/A  
AMENDMENT NO. 1**

**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 22, 2007 (July 24, 2007)

Material Technologies, Inc.  
(Exact name of registrant as specified in its chapter)

Delaware  
(State or other jurisdiction  
of incorporation)

33-23617  
(Commission  
File Number)

95-4622822  
(IRS Employer  
Identification No.)

11661 San Vicente Boulevard, Suite 707  
Los Angeles, California  
(Address of principal executive offices)

90049  
(Zip Code)

(310) 208-5589  
Registrant's telephone number, including area code

N/A  
(Former name or former address, if changed since last report)

## Section 5 Corporate Governance and Management

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 20, 2007, Material Technologies, Inc. (the “Company”) appointed Marybeth Miceli as Chief Operating Officer effective July 20, 2007.

The following is a brief description of the business background of Marybeth Miceli:

Marybeth Miceli brings a strong foundation in non-destructive and fatigue testing. Ms. Miceli was Director of Marketing for Sam Schwartz, LLC, Engineering and Planning Consultants, New York, in the areas of infrastructure management, non-destructive testing, and fatigue testing. Previously, she was with Lucius Pitkin, Inc., Engineering Consultants, where her responsibilities included Quality Assurance Manager and Assistant Radiation Safety Officer. Among her duties were the supervision and performance of failure analysis investigations, fatigue testing investigations, and interfacing with government agencies on testing, regulations, and safety. She was a director of the American Society of Non-destructive Testing, and Chairman of the Metro New York Chapter in 2003. She is also a member of the American Society of Metals and has published several papers on non-destructive testing of bridge components and other related subjects.

On July 6, 2007, and effective the same date, the Company entered into an Employment Agreement with Ms. Miceli to act as the Company’s Chief Operating Officer (the “Agreement”).

The Agreement is for a term of two years, commencing on September 17, 2007 and expiring on September 16, 2009 with automatic one-year extensions unless either the Company or Ms. Miceli provides written notice of their intention not to renew the Agreement at least 90 days prior to the expiration of the then current term. The Agreement provides that, in addition to receiving four weeks paid vacation each calendar year as well as other customary benefits and provisions, Ms. Miceli shall receive an annual base salary of \$250,000.

There is no material relationship between the Company or its affiliates and any of the parties, other than with respect to the Agreement.

### SIGNATURES

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

Dated: August 21, 2007

MATERIAL TECHNOLOGIES, INC.,  
a Delaware corporation

/s/ Robert M. Bernstein

By: Robert M. Bernstein

Its: Chief Executive Officer

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