

AMERICAN SCIENCE & ENGINEERING INC
Form 8-K
July 02, 2009

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) **July 1, 2009**

AMERICAN SCIENCE AND ENGINEERING, INC.

(Exact Name Of Registrant As Specified In Its Charter)

MASSACHUSETTS

(State or Other Jurisdiction of Incorporation)

1-6549
(Commission File Number)

04-2240991
(I.R.S. Employer Identification No.)

829 MIDDLESEX TURNPIKE, BILLERICA, MASSACHUSETTS
(Address of Principal Executive Offices)

01821
(Zip Code)

(978) 262-8700

(Registrant's Telephone Number, Including Area Code)

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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:

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))



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

On July 1, 2009, Dr. Roger P. Heinisch, a Director of American Science and Engineering, Inc. (the Company) and a member of the audit, nominating and corporate governance, and compensation committees, gave notice to the Clerk of the Company that he does not intend to stand for re-election to the Company s Board of Directors (the Board) at the Company s 2009 annual stockholders meeting due to personal reasons.

The Board intends to appoint a director to replace Dr. Heinisch, and a search is underway. The Board expects to appoint a replacement member of the audit committee and the nominating and corporate governance committee effective concurrently with the end of Dr. Heinisch s term as a director.

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 thereunto duly authorized.

Date: July 1, 2009

AMERICAN SCIENCE AND ENGINEERING, INC.

By: /s/ Patricia A. Gray
Patricia A. Gray
Senior Vice President and General Counsel