

CPI INTERNATIONAL, INC.  
Form 15-12G  
February 23, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File No. 000-51928

CPI INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

811 Hansen Way  
Palo Alto, California 94303  
(650) 846-2900

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$0.01 per share  
(Title of each class of securities covered by this Form)

None  
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provisions(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)   
Rule 12g-4(a)(2)   
Rule   
12h-3(b)(1)(i)  
Rule   
12h-3(b)(1)(ii)  
Rule 15d-6

Approximate number of holders of record as of the certification or notice date: 1

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Pursuant to the requirements of the Securities Exchange Act of 1934, CPI International, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: February 11, 2011

By: /s/ JOEL A. LITTMAN  
Joel A. Littman  
Chief Financial Officer, Treasurer and Secretary