

SSP SOLUTIONS INC  
Form 8-K  
August 01, 2002

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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) **July 25, 2002**

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### SSP SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>000-26227</b> (Commission File Number)	<b>33-075719</b> (IRS Employer Identification No.)
<b>17861 Cartwright Road, Irvine, California 92614</b> (Address of principal executive offices) (Zip Code)		

Registrant's telephone number, including area code **(949) 851-1085**

**Not Applicable**

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

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#### ITEM 4. Changes in Registrant's Certifying Accountant.

On July 25, 2002, SSP Solutions, Inc. and subsidiaries ("SSP") notified KPMG LLP ("KPMG"), the independent accounting firm that was engaged as SSP's principal accountant to audit SSP's financial statements, that it intended to engage new certifying accountants, in effect terminating SSP's relationship with KPMG.

The audit reports of KPMG on the consolidated financial statements of SSP as of and for the years ended December 31, 2001 and 2000, did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles, except that KPMG's report dated April 16, 2002 on the consolidated financial statements of SSP as of and for the years ended December 31, 2001 and 2000 contained a separate paragraph stating: "[T]he Company has incurred significant operating losses, has used cash in operating activities, has an accumulated deficit and deficit working capital. These matters raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty."

SSP's decision to change accountants was approved by SSP's audit committee and board of directors. In connection with the audits of the two years ended December 31, 2001, and during the subsequent interim period through July 25, 2002, there were no disagreements with KPMG

