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NIGHTHAWK SYSTEMS INC  
Form 8-K  
January 29, 2007

UNITED STATES  
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): January 23, 2007  
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NIGHTHAWK SYSTEMS, INC.  
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(Exact name of Registrant as specified in its charter)

Nevada ----- (State or Other Jurisdiction of Incorporation)	0-30786 ----- (Commission File Number)	87-0627349 ----- (I.R.S. Employer Identification No.)
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10715 Gulfdale, Ste. 200 San Antonio, Texas 78216  
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(Address of principal executive offices)

(210) 341-4811  
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Registrant's telephone number, including area code

Not Applicable  
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(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 PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On January 23, 2007, Raymond G. Romero was appointed to the Company's Board

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of Directors by existing board members. Subsequent to the appointment of Mr. Romero, Patrick Gorman and Max Polinsky resigned from the Board of Directors. Mr. Romero, 53, is currently the President of HERO Assemblers, LP, a Tier 1 supplier of wheel and tire assemblies to Toyota Motor Manufacturing, Texas in its San Antonio, Texas automotive assembly plant. Mr. Romero served as counsel to Nighthawk Systems from 2003-2005. He gained extensive experience in mergers and acquisitions and in regulatory matters while serving as Vice President and General Counsel to Ameritech International and ATSI Communications, Inc. He received his Juris Doctor from Northwestern University Law School in Chicago in 1979.

### SIGNATURES

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 hereunto duly authorized.

NIGHTHAWK SYSTEMS, INC.

Date: January 29, 2007

By: /s/ H. Douglas Saathoff

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H. Douglas Saathoff  
Chief Executive Officer  
(Duly Authorized Representative)