

MATERIAL TECHNOLOGIES INC /CA/  
Form 8-K  
November 28, 2005

**UNITED STATES  
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): **November 14, 2005**

**Material Technologies, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of incorporation)

**33-23617**  
(Commission  
File Number)

**95-4622822**  
(I.R.S. Employer  
Identification No.)

**11661 San Vicente Boulevard, Suite 707  
Los Angeles, California 90049**  
(Address of principal executive offices) (zip code)

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

(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 8.01 Other Events**

Enclosed are the remainder of the exhibits listed under Item 6 of that certain Form 10-Q filed on November 14, 2005.

**EXHIBITS**

- 10.2 Escrow Agreement with Birchington Investments Limited dated September 27, 2005
- 10.3 Master Agreement with Barclay Asset Management, LLC dated June 28, 2005, and exhibits thereto
- 10.4 Regulation S Stock Purchase Agreement dated June 29, 2005
- 10.5 Consulting Services Agreement with Mark Theriot dated July 28, 2005

**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.

Dated: November 17, 2005

Material Technologies, Inc.,  
a Delaware corporation

/s/ Robert M. Bernstein

By: Robert M. Bernstein  
Its: Chief Executive Officer