

SSP SOLUTIONS INC  
Form POS AM  
August 10, 2004

As filed with the Securities and Exchange Commission on August 10, 2004

Post-effective Amendment No. 2 Registration No. 333-90574

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-3**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**SSP SOLUTIONS, INC.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

33-0757190  
(I.R.S. Employer  
Identification No.)

17861 CARTWRIGHT ROAD

IRVINE, California 92614

(949) 851-1085

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

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**KRIS SHAH**

**President**

**SSP Solutions, Inc.**

**17861 Cartwright Road**

**Irvine, California 92614**

**(949) 851-1085**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copy to:**

**W. Michael Hutchings, Esq.**

**Gray Cary Ware & Freidenrich LLP**

**701 Fifth Avenue, Suite 7000**

**Seattle, Washington 98104**

**(206) 839-4800**

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**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-3 (File No. 333-90574) (the "Registration Statement") of SSP Solutions, Inc. (the "Company") pertaining to 4,420,156 shares of the Company's common stock. The Company, SAFLINK Corporation ("SAFLINK") and Spartan Acquisition Corporation ("Merger Sub"), a wholly-owned subsidiary of SAFLINK, entered into an Agreement and Plan of Merger and Reorganization, dated as of March 22, 2004, as amended on June 18, 2004 pursuant to which Merger Sub merged with and into the Company, with the Company surviving as a wholly-owned subsidiary of SAFLINK (the "Merger"). The Merger became effective on August 6, 2004, following filing of a Certificate of Merger with the Secretary of State of the State of Delaware.

In connection with the Merger, the Company hereby removes from registration the securities of the Company registered but unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California on August 10, 2004.

SSP SOLUTIONS, INC.

By: /s/ Kris Shah  
Kris Shah

President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
/s/ Glenn L. Argenbright	Chief Executive Officer	August 10, 2004
Glenn L. Argenbright	(Principal Executive Officer), Director	
/s/ Kris Shah	President	August 10, 2004
Kris Shah		
/s/ Jon C. Engman	Secretary and Treasurer	August 10, 2004
Jon C. Engman	(Principal Accounting and Principal Financial Officer), Director	