

MONOLITHIC POWER SYSTEMS INC

Form 8-K

November 25, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 22, 2005

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**MONOLITHIC POWER SYSTEMS, INC.**

(Exact name of Registrant as specified in its charter)

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

**000-51026**  
(Commission File Number)

**77-0466789**  
(I.R.S. Employer  
Identification Number)

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**983 University Avenue, Building A**

**Los Gatos, California 95032**

(Address of principal executive offices) (Zip Code)

**(408) 357-6600**

(Registrant's telephone number, including area code)

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

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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))
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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On November 22, 2005, Monolithic Power Systems, Inc. (the Company) received a written Staff Determination notice from the Nasdaq Stock Market stating the Company is not in compliance with Nasdaq's Marketplace Rule 4310(c)(14) because the Company has not timely filed its quarterly report on Form 10-Q for the quarter ended September 30, 2005. Therefore, the Company's securities are subject to delisting.

The Company issued a press release announcing the receipt of the notice on November 23, 2005, a copy of which is attached hereto as Exhibit 99.1.

The Company plans to appeal this determination and to request a hearing on such appeal. Requesting a hearing will stay the delisting until the hearing panel has rendered a decision. There can be no assurances that the hearing panel will grant the Company's request for continued listing.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release issued on November 23, 2005.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

November 23, 2005

By: \_\_\_\_\_ /s/ Michael Hsing

**Michael Hsing,  
Chief Executive Officer and President**

**(Principal Executive Officer and Duly Authorized Officer)**

**[Index to Exhibits]**

**Exhibit Description**

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99.1 Press Release issued by Monolithic on November 23, 2005.