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MEASUREMENT SPECIALTIES INC

Form 8-K

July 23, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) JULY 16, 2004

MEASUREMENT SPECIALTIES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

NEW JERSEY (STATE OR OTHER JURISDICTION OF INCORPORATION)	001-11906 (COMMISSION FILE NUMBER)	22-2378738 (IRS EMPLOYER IDENTIFICATION NO.)
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710 RT 46 EAST, SUITE 206, FAIRFIELD NEW JERSEY 07004

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE (973) 808-3020

(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

On July 16, 2004, Measurement Specialties, Inc. (the "Registrant") acquired the assets of Encoder Devices LLC (the "Encoder") for \$4.4 million (\$4 million cash at close plus a deferred payment of \$0.4 million).

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

- (a) Not Applicable
- (b) Not Applicable
- (c) The following exhibits are filed herewith:

EXHIBIT NO. -----	DESCRIPTION -----
Exhibit 99.1	Asset Purchase Agreement dated as of July 16, 2004 between Measurement Specialties, Inc., and Encoder Devices, LLC.
Exhibit 99.2	Press Release of Measurement Specialties, Inc. dated July 19, 2004.

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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.

MEASUREMENT SPECIALTIES, INC.

Date: July 16, 2004

By: /s/ John P. Hopkins

John P. Hopkins
Chief Financial Officer