

KEYW HOLDING CORP  
Form 8-K  
March 22, 2012

**UNITED STATES**

**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): **March 22, 2012**

**THE KEYW HOLDING CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**

**001-34891**

**27-1594952**

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

**1334 Ashton Road, Suite A**

**Hanover, Maryland 21076**

(Address of principal executive offices) (Zip Code)

**(443) 270-5300**

(Registrant's telephone number, including area code)

**Not Applicable**

(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 (see General Instruction A.2. below):

- .. 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))

**THE KEYW HOLDING CORPORATION**

**Item 7.01 Regulation FD Disclosure.**

On March 22, 2012, The KEYW Holding Corporation (“KEYW” or the “Company”) issued a press release that the Company was informed of the sale of shares held by Corporate Office Properties, L.P. and updated investors on the KEYW Share Repurchase Program. A copy of the press release is attached hereto as Exhibit 99.1.

**THE KEYW HOLDING CORPORATION**

**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.

THE KEYW  
HOLDING  
CORPORATION  
(Registrant)

/s/ John E. Krobath

DATE: March 22, 2012 John E. Krobath  
Chief Financial Officer

**THE KEYW HOLDING CORPORATION**

EXHIBIT INDEX

Exhibit

Number      Description

Exhibit 99.1 Press Release dated March 22, 2012