

CYANOTECH CORP
Form 8-K
February 13, 2006

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

February 8, 2006

Date of report (Date of earliest event reported)

Cyanotech Corporation

(Exact name of registrant as specified in its charter)

NEVADA 000-14602

(State or other jurisdiction of (Commission File Number)
incorporation)

91-1206026

(IRS Employer Identification
Number)

73-4460 Queen Kaahumanu Highway, Suite #102, Kailua Kona, HI 96740

(Address of principal executive offices)

(808) 326-1353

(Registrant's telephone number)

Not Applicable

(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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

(a) On February 8, 2006, Cyanotech Corporation issued a press release addressing financial results for its third quarter of fiscal 2006, (quarter ended December 31, 2005) and forward-looking statements. The press release, dated February 8, 2006 and titled "Cyanotech Corporation Reports Third Quarter Fiscal 2006 Financial Results" is attached hereto as Exhibit 99.1.

In conjunction with that press release, the Registrant conducted a conference call on February 8, 2006 to discuss those results with investors and financial analysts. A transcript of that conference call is attached hereto as Exhibit 99.2.

The information in Item 2.02 of this Current Report, including the exhibits hereto, is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Sections 11 or 12(a)(2) of the Securities Act of 1933, as amended. The information contained herein and in the accompanying exhibits shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by the registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

(b) Not applicable.

ITEM 9.01. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits:

99.1 Press release dated February 8, 2006

99.2 Transcript of conference call conducted by the Registrant on February 8, 2006.

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.

February 10, 2006

By:

CYANOTECH
CORPORATION (Registrant)

/s/ William R. Maris

William R. Maris Chief
Financial Officer, Vice President
Finance & Administration
(Principal Financial and
Accounting Officer)

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|--|
| 99.1 | Press release dated February 8, 2006 |
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