

NIGHTHAWK SYSTEMS INC
Form 15-12G
August 14, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 0-30786

Nighthawk Systems, Inc.

(Exact name of registrant as specified in its charter)

10715 Gulfdale, Ste 200, San Antonio, TX 78216 (210) 341-4811

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

Common Stock, \$0.001 Par Value

(Title of each class of securities covered by this Form)

None

*(Titles of all other classes of securities for which a duty to file reports
under section 13(a) or 15(d) remains)*

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	ü	Rule 12h-3(b)(1)(i)
Rule 12g-4(a)(1)(ii)		Rule 12h-3(b)(1)(ii)
Rule 12g-4(a)(2)(i)		Rule 12h-3(b)(2)(i)
Rule 12g-4(a)(2)(ii)		Rule 12h-3(b)(2)(ii)
		Rule 15d-6

Approximate number of holders of record as of the certification or notice date: **162**

Pursuant to the requirements of the Securities Exchange Act of 1934 Nighthawk Systems, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: August 14, 2009

By: /s/ H. Douglas Saathoff
H. Douglas Saathoff
Chief Executive Officer