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GSE SYSTEMS INC Form 8-K/A August 16, 2005

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

FORM 8-K/A

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) August 9, 2005
GSE SYSTEMS, INC.
(Exact name of registrant as specified in its charter)
Delaware
(State or other jurisdiction of incorporation or organization)
0-26494 52-1868008

(Commission File Number)

(I.R.S. Employer Identification No.)

9189 Red Branch Road, Columbia Maryland, 21045
-----(Address of principal executive office and zip code)

(410) 772-3500

Registrant's telephone number, including area code

(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 or the registrant under any of the following provisions (see General Instructions 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))

Item 2.02 Results of Operations and Financial Condition

On August 9, 2005, the Company announced its results for the second quarter ended June 30, 2005. The earnings release is attached hereto as an exhibit to the 8-K/A.

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Item 9.01 Financial Statements and Exhibits

 $99.1\,$ Earnings release dated August 9, 2005 for the second $\,$ quarter ended June 30, 2005.

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.

GSE SYSTEMS, INC.

Date: August 16, 2005 /s/ Jeffery G. Hough

Jeffery G. Hough

Senior Vice President and CFO

EXHIBIT INDEX

Exhibit No. Description

99.1 Press release of GSE Systems, Inc. dated August 9, 2005 announcing its results for the second quarter ended June 30, 2005.