

LIQUIDMETAL TECHNOLOGIES INC
Form 424B3
May 15, 2008

**Prospectus Supplement Filed pursuant to Rule 424(b)(3)
Registration No. 333-142442**

**PROSPECTUS SUPPLEMENT NO. 8
DATED May 15, 2008
(To Prospectus Dated July 17, 2007)**

LIQUIDMETAL TECHNOLOGIES, INC.

12,032,140 Shares of Common Stock

This prospectus supplement supplements information contained in, and should be read in conjunction with, that certain Prospectus, dated July 17, 2007, of Liquidmetal Technologies, Inc, as supplemented by Supplement #1 dated July 27, 2007, Supplement #2 dated August 14, 2007, Supplement #3 dated September 26, 2007, Supplement #4 dated November 14, 2007, Supplement #5 dated January 15, 2008, Supplement #6 dated February 28, 2008, and Supplement #7 dated April 3, 2008.

This prospectus supplement is not complete without, and may not be delivered or used except in connection with, the original Prospectus and Supplements #1, #2, #3, #4, #5 #6 and #7 thereto. The Prospectus relates to the public sale, from time to time, of up to 12,032,140 shares of our common stock by the selling shareholders identified in the Prospectus.

The information attached to this prospectus supplement modifies and supersedes, in part, the information in the Prospectus, as supplemented. Any information that is modified or superseded in the Prospectus shall not be deemed to constitute a part of the Prospectus, except as modified or superseded by this prospectus supplement or Prospectus Supplements #1, #2, #3, #4, #5 #6 and #7.

This prospectus supplement includes the attached Quarterly Report on Form 10-Q, as filed by us with the Securities and Exchange Commission on May 15, 2008.

We may amend or supplement the Prospectus, as supplemented, from time to time by filing amendments or supplements as required. You should read the entire Prospectus and any amendments or supplements carefully before you make an investment decision.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities or determined if this Prospectus Supplement (or the original Prospectus, as previously supplemented) is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is May 15, 2008.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2008

OR

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

For the transition period from to

Commission File No. 001-31332

LIQUIDMETAL TECHNOLOGIES, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

33-0264467
(I.R.S. Employer
Identification No.)

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30452 Esperanza

Rancho Santa Margarita, CA 92688

(address of principal executive office, zip code)

Registrant's telephone number, including area code: **(949) 635-2100**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for at least the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 1, 2008, there were 44,726,295 shares of the registrant's common stock, \$0.001 par value, outstanding.

As of May 1, 2008, there were 44,726,295 shares of the registrant's common stock, \$0.001 par value, outstanding.

**LIQUIDMETAL TECHNOLOGIES, INC.
FORM 10-Q
FOR THE QUARTER ENDED MARCH 31, 2008**

FORWARD-LOOKING INFORMATION

Statements in this report concerning the future sales, expenses, profitability, financial resources, product mix, market demand, product development and other statements in this report concerning the future results of operations, financial condition and business of Liquidmetal Technologies, Inc. are forward-looking statements as defined in the Securities Act of 1933 and Securities Exchange Act of 1934. Investors are cautioned that the Company's actual results in the future may differ materially from those projected in the forward-looking statements due to risks and uncertainties that exist in the Company's operations and business environment, including competition, need for increased acceptance of products, ability to continue to develop and extend our brand identity, ability to anticipate and adapt to a competitive market, ability to effectively manage rapidly expanding operations, amount and timing of operating costs and capital expenditures relating to expansion of our business, operations and infrastructure, ability to provide superior customer service, dependence upon key personnel and the like. The Company's most recent filings with the Securities and Exchange Commission, including Form 10-K, contain additional information concerning many of these risk factors, and copies of these filings are available from the Company upon request and without charge.

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PART I**FINANCIAL INFORMATION****Item 1 Financial Statements****LIQUIDMETAL TECHNOLOGIES, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

(in thousands, except share data)

	March 31, 2008 (unaudited)	December 31, 2007
<u>ASSETS</u>		
Current assets:		
Cash and cash equivalents	\$ 234	\$ 1,180
Trade accounts receivables, net of allowance for doubtful accounts of \$217 and \$89	4,453	5,165
Inventories	1,836	2,298
Prepaid expenses and other current assets	408	708
Total current assets	6,931	9,351
Property, plant and equipment, net	9,321	9,730
Idle equipment	168	178
Other intangibles, net	1,105	1,142
Investment in joint venture	306	306
Other assets	1,714	1,806
Total assets	19,545	22,513
<u>LIABILITIES AND SHAREHOLDERS DEFICIENCY</u>		
Current liabilities:		
Accounts payable and accrued expenses	7,983	8,056
Deferred revenue	244	316
Short-term debt	1,805	2,182
Long-term debt, current portion, net of debt discounts of \$2,455 and \$838	5,382	6,092
Warrant liabilities	2,477	2,583
Conversion feature liabilities	1,860	2,083
Other liabilities, current portion	54	398
Total current liabilities	19,805	21,710
Long-term debt, net of current portion and debt discounts of \$7,365 and \$9,634	16,406	14,588
Other long-term liabilities, net of current portion	390	411
Total liabilities	36,601	36,709
Minority interests	532	384
Shareholders' deficiency:		
Common stock, \$0.001 par value; 100,000,000 shares authorized and 44,726,295 issued and outstanding at March 31, 2008 and December 31, 2007	45	45
Additional paid-in capital	137,461	137,293
Accumulated deficit	(157,426)	(154,710)

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Accumulated other comprehensive income	2,332	2,792
Total shareholders' deficiency	(17,588)	(14,580)
Total liabilities and shareholders' deficiency	\$ 19,545	\$ 22,513

The accompanying notes are an integral part of the condensed consolidated financial statements.

LIQUIDMETAL TECHNOLOGIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(in thousands, except per share data)

(unaudited)

**For the Three Months Ended
March 31,**