

SUNAIR ELECTRONICS INC

Form 8-K

September 09, 2005

**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  
Date of Report (Date of earliest event reported) September 9, 2005  
SUNAIR ELECTRONICS, INC.**

**(Exact name of registrant as specified in its charter)**

**Florida**

**1-04334**

**59-0780772**

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

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

**3005 Southwest Third Avenue  
Fort Lauderdale, Florida 33315**

**(Address of Principal Executive Office) (Zip Code)**

**(954) 525-1505**

**(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:

- 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

- Act (17 CFR  
240.14d-2 (b))
  - o Pre-commencement  
communications  
pursuant to  
Rule 13e-4(c)  
under the Exchange  
Act (17 CFR  
240.13e-4 (c))
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**Section 5 Corporate Governance and Management**

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On September 9, 2005, Sunair Electronics, Inc. (the Company) announced that James E. Laurent had resigned as a member of the Company's Board of Directors, effective immediately. Mr. Laurent's resignation was not based on any disagreement with the Company on any matter relating to the Company's operations, policies or practices. Mr. Laurent will continue to serve as President of the Company's wholly-owned subsidiary, Sunair Communications, Inc., through which the Company operates its high frequency single sideband communication business.

Effective September 9, 2005, the Company's Board of Directors appointed Joseph S. DiMartino to fill the vacancy created by Mr. Laurent's resignation until the next annual meeting of the shareholders of the Company. Mr. DiMartino was nominated by Coconut Palm Capital Investors II, Ltd. (Coconut Palm), in accordance with the previously disclosed Purchase Agreement between the Company and Coconut Palm, dated November 17, 2004. Mr. DiMartino has not been appointed to any committee of the Board of Directors at this time. There are no transactions between Mr. DiMartino and the Company that would require disclosure under Item 404(a) of Regulation S-B.

A copy of the press release announcing the resignation of Mr. Laurent and appointment of Mr. DiMartino is attached as Exhibit 99.1 to this Current Report and is incorporated by reference herein.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

| <b>Exhibit</b> | <b>Description</b>                     |
|----------------|--|
| 99.1           | Press Release, dated September 9, 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.

**SUNAIR ELECTRONICS, INC.**

Date: September 9, 2005

By: /s/ SYNNOTT B. DURHAM  
Synnott B. Durham  
Chief Financial Officer

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**Exhibit Index**

| <b>Exhibit</b> | <b>Description</b>                     |
|----------------|--|
| 99.1           | Press Release, dated September 9, 2005 |

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