

AETHER HOLDINGS INC

Form 8-K

February 22, 2006

**Required to UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): February 22, 2006

AETHER HOLDINGS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-27707

52-2186634

(Commission File Number)

(IRS Employer Identification No.)

621 E. Pratt Street, Suite 601, Baltimore, MD

21202

(Address of Principal Executive Offices)

(Zip Code)

(443) 573-9400

(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 of the registrant under any of the following provisions (*see* General Instruction 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))
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Item 8.01 Other Events

On February 22, 2006, Aether Systems, Inc. announced that it had engaged Jefferies & Company, Inc. to provide advisory services in connection with its ongoing evaluation of additional business strategies to increase shareholder value. The Company said that it engaged Jefferies to provide management and the board of directors with independent professional advice regarding existing opportunities under evaluation by the Company, as well as to gain access to additional opportunities that might otherwise not be readily available. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release of Aether Holdings, Inc. dated February 22, 2006

SIGNATURES

According 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, thereunto duly authorized on February 22, 2006.

AETHER HOLDINGS, INC.

/s/ David C. Reymann

By: David C. Reymann

Its: Chief Financial Officer