

MATERIAL TECHNOLOGIES INC /CA/  
Form 8-K  
February 13, 2007

**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): **February 7, 2007**

**Material Technologies, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of incorporation)

**33-23617**  
(Commission  
File Number)

**95-4622822**  
(I.R.S. Employer  
Identification No.)

**11661 San Vicente Boulevard, Suite 707  
Los Angeles, California 90049**  
(Address of principal executive offices) (zip code)

**(310) 208-5589**  
(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:

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 3.02 Unregistered Sale of Equity Securities**

On January 10, 2007, we issued 1,500,000 shares of our Class A Common Stock to Hyde Investments, Ltd. upon the conversion of \$150,000 of its debenture. The issuance of the shares was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as the holder was accredited.

On February 7, 2007, we issued 4,000,000 shares of our Class A Common Stock to Hyde Investments, Ltd. upon the conversion of \$400,000 of its debenture. The issuance of the shares was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as the holder was accredited.

**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.

Dated: February 12, 2007

Material Technologies, Inc.,  
a Delaware corporation

/s/ Robert M. Bernstein\_\_\_\_\_

By: Robert M. Bernstein  
Its: Chief Executive Officer

