

Edgar Filing: Measurement Specialties Inc - Form RW

Measurement Specialties Inc  
Form RW  
June 04, 2008

Measurement Specialties, Inc.  
1000 Lucas Way  
Hampton, VA 23666  
(757) 766-1500

June 4, 2008

**Via EDGAR**

Securities and Exchange Commission  
100 F. Street, NE  
Washington, D.C. 20549

**Re: Measurement Specialties, Inc.  
Withdrawal of Registration Statement on Form S-3 filed June 29, 2004  
File No. 333-116967**

To Whom It May Concern:

Pursuant to Rule 477 promulgated under the Securities Act of 1933, as amended (the "Act"), Measurement Specialties, Inc. (the "Company") hereby requests that the Securities and Exchange Commission (the "Commission") consent to the withdrawal of the Company's registration statement on Form S-3 (File No. 333-116967) filed on June 29, 2004, together with all exhibits thereto (the "Registration Statement").

The Registration Statement related to a proposed offering of common stock, no par value per share, of the Company. The Registration Statement is now out of date and the Company has elected not to pursue the registration of the securities included in the Registration Statement at this time. Accordingly, the Company requests that the Commission consent to the withdrawal of the Registration Statement, on the grounds that such withdrawal is consistent with the public interest and the protection of investors as contemplated by Rule 477(a) of the Act. The Company advises the Commission that the Registration Statement was never declared "effective" and that no securities have been sold in connection with the Registration Statement.

Respectfully submitted,

/s/ Mark Thomson  
Mark Thomson  
Chief Financial Officer

cc:  
Mr. Alan Morris  
Securities and Exchange Commission  
Division of Corporation Finance

Ms. Peggy Fisher