

MATERIAL TECHNOLOGIES INC /CA/  
Form 8-K  
October 16, 2007

**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) October 16, 2007

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

Delaware  
(State or other jurisdiction  
of incorporation)

33-23617  
(Commission  
File Number)

95-4622822  
(IRS Employer  
Identification No.)

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

90049  
(Zip Code)

(310) 208-5589  
Registrant's telephone number, including area code

N/A  
(Former name or former address, if changed since last report)

**Section 7 Regulation FD**

**Item 7.01 Regulation FD Disclosure.**

Attached hereto as Exhibit 99.1 is the Letter to Shareholders sent by the Company on October 10, 2007. Pursuant to General Instruction B.2 of Form 8-K, the information in this Form 8-K, including the exhibit, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(c) The following exhibit is being furnished herewith:

**Exhibit No.    Exhibit Description**

99.1            Letter to Shareholders dated October 10, 2007

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: October 12, 2007

MATERIAL TECHNOLOGIES, INC.,  
a Delaware corporation

/s/ Robert M. Bernstein  
By: Robert M. Bernstein  
Its: Chief Executive Officer