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DIGITAL POWER CORP  
Form 10QSB/A  
August 11, 2005

U.S. Securities and Exchange Commission  
Washington, D.C. 20549

FORM 10-QSB/A  
Amendment No. 1

- QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the quarterly period ended March 31, 2005
- TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NUMBER 1-12711

DIGITAL POWER CORPORATION  
(Exact name of small business issuer as specified in its charter)

California 94-1721931  
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(State or other jurisdiction of (IRS Employer Identification No.)  
incorporation or organization)

41920 Christy Street, Fremont, CA 94538-3158  
(Address of principal executive offices)

(510) 657-2635  
(Issuer's telephone number)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Number of shares of common stock outstanding as of May 6, 2005: 6,161,859

Explanatory Note

The Company is filing this amendment to re-file exhibits 31.1, 31.2 and 32.

ITEM 6. EXHIBITS

Exhibits

31.1 Certification of the CEO under the Sarbanes-Oxley Act 31.2 Certification of the CFO under the Sarbanes-Oxley Act 32 Certification of the CEO & CFO under the Sarbanes-Oxley Act

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this amendment no. 1 to report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized.

DIGITAL POWER CORPORATION  
(Registrant)

Date: August 11, 2005                    /s/ Jonathan Wax  
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Jonathan Wax,  
Chief Executive Officer  
(Principal Executive Officer)

Date: August 11, 2005                    /s/ Leo Yen  
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Leo Yen,  
Chief Financial Officer  
(Principal Financial Officer)