

DIGITAL POWER CORP  
Form 10-Q/A  
September 12, 2012

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q/A  
Amendment No. 1

Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934 For the quarterly period ended June 30, 2012

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the transition period from \_\_\_\_\_ to \_\_\_\_\_ .

Commission file number 1-12711

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DIGITAL POWER CORPORATION  
( Exact name of registrant as specified in its charter )

California  
(State or other jurisdiction of  
incorporation or organization)

94-1721931  
(I.R.S. Employer Identification Number)

41324 Christy Street  
Fremont, CA 94538-3158  
(Address of principal executive offices)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12(b)-2 of the Exchange Act). Yes  No

At August 14, 2012, the registrant had outstanding 6,863,150 shares of common stock.

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Explanatory Note

The purpose of this Amendment No. 1 to the Quarterly Report on Form 10-Q of Digital Power Corporation, for the quarterly period ended June 30, 2012, filed with the Securities and Exchange Commission on August 14, 2012 (the "Form 10-Q"), is solely to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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PART II

ITEM 6. EXHIBITS

Exhibits

- 3.1 Amended and Restated Articles of Incorporation of Digital Power Corporation (1)
- 3.2 Amendment to Articles of Incorporation (1)
- 3.3 Bylaws of Digital Power Corporation (1)
- 10.1 1996 Digital Power Stock Option Plan (1)
- 10.2 1998 Digital Power Stock Option Plan (2)
- 10.3 2002 Digital Power Stock Option Plan (3)
- 10.4 Lease, dated as of August 21, 2007, between the Company and SDC Fremont Business Center, Inc. (4)
- 10.5 Employment Agreement with Amos Kohn (5)
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer and Chief Financial Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley of 2002
- 32 Certification of Chief Executive Officer and Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 99.1 Press Release, dated August 10, 2011, issued by Digital Power Corporation
- 101.INS\*\* XBRL Instance
- 101.SCH\*\* XBRL Taxonomy Extension Schema
- 101.CAL\*\* XBRL Taxonomy Extension Calculation
- 101.DEF\*\* XBRL Taxonomy Extension Definition
- 101.LAB\*\* XBRL Taxonomy Extension Labels
- 101.PRE\*\* XBRL Taxonomy Extension Presentation
- (1) Previously filed with the Commission on October 16, 1996 as an exhibit to the Company's Registration Statement on Form SB-2.
- (2) Previously filed with the Commission as Exhibit 10.7 to the Company's Form 10-KSB for the year ended December 31, 1998.
- (3) Previously filed with the Commission as Exhibit A to the Company's Proxy Statement filed on September 5, 2002.

- (4) Previously filed with the Commission as Exhibit 10.1 to the Company's Form 8-K filed on October 22, 2007.
- (5) Previously filed with the Commission as Exhibit 10.1 to the Company's Form 8-K filed on July 10, 2008.

\*\* XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: September 11, 2012

Digital Power Corporation

By: /s/ Amos Kohn  
Amos Kohn  
President, Chief Executive Officer and Chief Financial Officer  
(Principal Executive Officer and Principal Financial Officer)