

CPI HOLDCO INC  
Form 8-K  
February 10, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**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 1, 2005**

**CPI HOLDCO, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation)

**333-11386-04**  
(Commission File Number)

**75-3142681**  
(IRS Employer  
Identification No.)

**811 Hansen Way**  
**Palo Alto, California**  
(Address of Principal Executive Offices)

**94303-1110**  
(Zip Code)

Registrant's telephone number, including area code: **(650) 846-2900**

**N/A**

(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 (see General Instruction A.2. below):

- 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))

**Item 5.02. Other Events**

On February 1, 2005, David Sullivan resigned as a director of each of CPI Holdco, Inc. and Communications & Power Industries, Inc.

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**SIGNATURE**

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

**CPI HOLDCO, INC.**  
(Registrant)

Date: February 10, 2005

By: /s/ Joel Littman  
**Joel Littman**  
**Chief Financial Officer, Treasurer**  
**and Secretary**