

BACKWEB TECHNOLOGIES LTD

Form 8-K

April 23, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): April 16, 2007
BackWeb Technologies Ltd.
(Exact name of registrant as specified in its charter)**

Israel

000-26241

51-2198508

(State or Other Jurisdiction of
Incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

10 Hamal Street, Park Afek, Rosh Haayin, Israel 48092
(Address of principal executive offices, including zip code)
(972) 3-6118800

(Registrant's telephone number, including area code)

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:

- Written communications pursuant to Rule 425 under the Securities Act
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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SIGNATURE

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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On April 23, 2007, BackWeb Technologies Ltd. (BackWeb) issued a press release announcing its preliminary unaudited operating results for its first quarter ended March 31, 2007. A copy of this press release is attached to this Current Report as Exhibit 99.1.

The information contained in Item 2.02 of this Current Report, including the information incorporated into this Item 2.02 from the accompanying exhibit, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information in Item 2.02 of this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933.

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On April 16, 2007, Ken Holmes informed BackWeb that he was resigning as its Chief Financial Officer, effective with the completion and filing of BackWeb s Quarterly Report on Form 10-Q with the Securities and Exchange Commission in May 2007.

The press release discussed in Item 2.02 above issued by BackWeb on April 23, 2007, a copy of which is attached as Exhibit 99.1 hereto and incorporated herein by reference, also discusses the resignation of Ken Holmes as BackWeb s Chief Financial Officer.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Item 99.1 Press release issued by BackWeb Technologies Ltd. on April 23, 2007

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SIGNATURE

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

BackWeb Technologies Ltd.

Date: April 23, 2007

By: /s/ Ken Holmes
Ken Holmes
Chief Financial Officer

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EXHIBIT INDEX

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| Item 99.1 | Press release issued by BackWeb Technologies Ltd. on April 23, 2007 |