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ALL AMERICAN SEMICONDUCTOR INC

Form 8-K March 31, 2006

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): March 31, 2006

All American Semiconductor, Inc.

(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation)

0-16207 (Commission File Number) 59-2814714 (I.R.S. Employer Identification No.)

16115 Northwest 52nd Avenue, Miami, Florida 33014 (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (305) 621-8282

Not Applicable (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:

- [] 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 2.02 Results of Operations and Financial Condition.

All American Semiconductor, Inc. (the "Company") announced its financial results for the year and fourth quarter ended December 31, 2005. A copy of the Company's press release issued on March 31, 2006 concerning the foregoing is furnished as part of this report.

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Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit No. Exhibit Description

99 Press Release dated March 31, 2006.

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.

ALL AMERICAN SEMICONDUCTOR, INC.

Date: March 31, 2006 By: /s/ HOWARD L. FLANDERS

Howard L. Flanders Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Exhibit Description

99 Press Release dated March 31, 2006.