

Deep Down, Inc.
Form 8-K
March 19, 2009

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 16, 2009

DEEP DOWN, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other
jurisdiction
of incorporation)

0-30351
(Commission File
Number)

75-2263732
(I.R.S. Employer
Identification No.)

8827 W. Sam Houston Parkway N., Suite 100, Houston, Texas 77040
(Address of principal executive offices) (Zip Code)

(281) 517-5000
Registrant's telephone number, including area code

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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))
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SECTION 2 – Financial Information

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On March 19, 2009, Deep Down, Inc. issued a press release announcing its financial results for the fiscal year ended December 31, 2008. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

SECTION 9 – Financial Statements and Exhibits

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits:

99.1 Press Release issued by Deep Down, Inc. dated March 19, 2008

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 thereunto duly authorized.

DEEP DOWN,
INC.

By : /s/ Ronald
E. Smith
Ronald E.
Smith
President
and Chief
Executive
Officer

Date: March 19, 2009