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SONICS & MATERIALS INC

Form 15-12G

October 21, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTION 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 0-20753

SONICS & MATERIALS, INC.

(Exact name of registrant as specified in its charter)

53 Church Hill Road, Newtown, CT 06470, (203) 270-4600

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$.03 per share
Warrants to purchase Common Stock

(Title of each class of securities covered by this Form)

Not applicable

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate, the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Table with 4 columns: Rule 12g-4(a)(1)(i) [X], Rule 12g-4(a)(1)(ii) [ ], Rule 12g-4(a)(2)(i) [ ], Rule 12g-4(a)(2)(ii) [ ], Rule 12h-3(b)(1)(i) [X], Rule 12h-3(b)(1)(ii) [ ], Rule 12h-3(b)(2)(i) [ ], Rule 12h-3(b)(2)(ii) [ ], Rule 15d-6 [X]

Approximate number of holders of record as of the certification of notice date: 100

Pursuant to the requirements of the Securities Exchange Act of 1934 Sonics & Materials, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: October 21, 2002

By:/s/ Robert S. Soloff

Robert S. Soloff
President and Chief Executive Officer