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KEITH COMPANIES INC Form 8-K May 05, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 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): May 5, 2005

THE KEITH COMPANIES, INC. (Exact Name of Registrant as Specified in its Charter)

CALIFORNIA (State or Other Jurisdiction (Commission (IRS Employer of Incorporation) File Number) Identification No.)

000-26561

33-0203193

19 TECHNOLOGY DRIVE IRVINE, CALIFORNIA 92618 (Address of Principal Executive Offices, Zip Code)

(949) 923-6001

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

- [x] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- [x] 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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Reference is made to the press release of The Keith Companies, Inc. issued May 5, 2005, regarding earnings for the first quarter of fiscal 2005, which is incorporated herein by reference. A copy of the press release is attached to this Form 8-K as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

EXHIBIT NO. DESCRIPTION

99.1 Press Release issued by The Keith Companies on May 5, 2005.

SIGNATURES

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

May 4, 2005

THE KEITH COMPANIES, INC.

By: /s/ Gary C. Campanaro

Name: Gary C. Campanaro Title: Chief Financial Officer

and Secretary

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

99.1 Press Release issued by The Keith Companies on May 5, 2005.