

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

**March 10, 2011 (March 9, 2011)**

Date of Report (Date of earliest event reported)

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**LOGIC Devices Incorporated**  
(Exact name of registrant as specified in its charter)

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**0-17187**

Commission File Number

**California**

(State or other jurisdiction of  
incorporation or organization)

**94-2893789**

(I.R.S. Employer  
Identification Number)

**1375 Geneva Drive, Sunnyvale, California 94089**

(Address of principal executive offices)  
(Zip Code)

**(408) 542-5400**

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

- 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously reported, LOGIC Devices Incorporated (the Company) received notice from the Listing Qualifications Staff of the Nasdaq Stock Market indicating that it had denied the Company's request for continued listing on The Nasdaq Capital Market based on its inability to regain compliance with the Listing Rule 5550(b)(1), which requires a company to maintain a minimum of \$2,500,000 in stockholders' equity. Accordingly, the Company's common stock will be delisted from The Nasdaq Capital Market and will begin trading on the OTCQB™ Marketplace under the same symbol "LOGC" effective with the open of business on March 10, 2011. The Company intends to continue to file periodic reports with Securities and Exchange Commission pursuant to the requirements of the Securities Exchange Act of 1934, as amended.

The Company's press release dated March 9, 2011, announcing this transition from The Nasdaq Capital Market to the OTCQB Marketplace has been filed with this report as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press release dated March 9, 2011.

## SIGNATURES

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.

LOGIC Devices Incorporated  
(Registrant)

Date: March 10, 2011

By: /s/ Kimiko Milheim  
Kimiko Milheim  
Chief Financial Officer and Corporate Secretary

## LOGIC DEVICES TRANSITIONS TO OTCQB MARKETPLACE

**Sunnyvale, Calif.** (March 9, 2011) – LOGIC Devices Incorporated (NASDAQ: LOGC) today announced that the Company's securities will cease trading on The Nasdaq Capital Market and will begin trading on the OTCQB™ Marketplace effective with the open of business on March 10, 2011.

Operated by OTC Markets Group Inc., the OTCQB is a market tier for OTC traded companies that are registered and reporting with the Securities and Exchange Commission. The Company's shares will continue to trade under the "LOGC" symbol on the computerized OTCQB system. Investors will be able to view Level II Real Time stock quotes for LOGIC at <http://www.otcmarkets.com>.

On December 30, 2010, LOGIC received a notification from The Nasdaq Stock Market that the Company did not meet the continued listing requirement of \$2,500,000 of stockholders' equity as disclosed in the Form 10-K filed for the fiscal year ended September 30, 2010. In addition, LOGIC did not meet the alternative listing requirements. LOGIC was given 45 calendar days to submit a plan to regain compliance, which it submitted on February 18, 2011. On March 1, 2011, LOGIC received notification from The Nasdaq Stock Market that it had denied its request for continued listing based on the submitted plan. LOGIC has decided not to appeal to a Nasdaq Hearings Panel.

Bill Volz, president of LOGIC, stated, "We expect our stock to continue to actively trade on the OTCQB and we will continue to operate and report as a public company. We will continue to strive for success through our recent new product introductions."

### **About LOGIC Devices Incorporated**

LOGIC Devices Incorporated, an ISO 9001:2008 registered company, is focused on developing high-performance, digital silicon and integrated product solutions for high-performance, power-sensitive applications. Our products meet or exceed the requirements for broadcast video, medical imaging, industrial-embedded computer, surveillance, and instrumentation, as well as telecommunications companies. More information about LOGIC Devices and its products is available at [www.logicdevices.com](http://www.logicdevices.com).

*"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: Any statements in this press release regarding expectations of future events are "forward-looking statements" involving risks and uncertainties, including, but not limited to, market acceptance risks, the effect of economic conditions and shifts in supply and demand, the impact of competitive products and pricing, product development, commercialization and technological difficulties, availability of capital, and capacity and supply constraints. Please refer to the Management Discussion and Analysis of Financial Condition and Results of Operations for a discussion of risks in the most recent LOGIC Devices Annual Report on Form 10-K and the quarterly report under Form 10-Q.*