
**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)
February 14, 2005

MAXWELL TECHNOLOGIES, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

1-15477
(Commission File Number)

95-2390133
(I.R.S. Employer
Identification No.)

9244 Balboa Avenue
San Diego, California
(Address of principal executive offices)

92123
(Zip Code)

Registrant's telephone number, including area code: (858) 503-3300

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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Item 1.01. Entry into a Material Definitive Agreement

On February 14, 2005, Maxwell Technologies accepted a purchase order from Northrop Grumman Space and Mission Systems Corp., an Ohio corporation, by and through the Northrop Grumman Space Technology sector, for the purchase of single board computers for applications in the National Polar-orbiting Operational Environmental Satellite System (NPOESS), for which the buyer is prime contractor. Under the terms of the purchase order, deliveries will commence in February 2005 and conclude in August 2007, according to a schedule set forth in the subcontract. Additionally, the subcontract grants options to the buyer to purchase additional single board computers, commencing in 2011, according to a schedule set forth in the contract.

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable

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.

Date: February 18, 2005

MAXWELL TECHNOLOGIES, INC.

By: /s/ Richard D. Balanson

Richard D. Balanson
President and Chief Executive Officer