
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): 11/14/2008

INFORMATION ANALYSIS INC

(Exact name of registrant as specified in its charter)

Commission File Number: 000-22405

VA
(State or other jurisdiction of
incorporation)

54-1167364
(IRS Employer
Identification No.)

11240 Waples Mill Rd, Ste 201, Fairfax, VA 22030
(Address of principal executive offices, including zip code)

703-383-3000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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 2.02. Results of Operations and Financial Condition

On November 14, 2008, Information Analysis Incorporated issued a press release reporting earnings and other financial results for its third quarter. A copy of this press release, captioned "Information Analysis Inc. Reports Third Quarter Results", is attached as exhibit 99.1 to this Current Report on Form 8-K (the "8-K"). The information in this 8-K, including the exhibit, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

Press Release dated November 14, 2008, captioned:
"Information Analysis Inc. Reports Third Quarter Results"

Signature(s)

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.

INFORMATION ANALYSIS INC

Date: November 14, 2008

By: /s/ Matthew Sands

Matthew Sands
Controller

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Press Release dated November 14, 2008

Exhibit 99.1

For additional information contact:

Richard S. DeRose (703) 293-7901

For release: November 14, 2008

Information Analysis Inc. Reports Third Quarter Results

FAIRFAX, VIRGINIA - Information Analysis Inc. (IAIC:OTCBB) today reported results for its third fiscal quarter ended September 30, 2008. Revenues were \$1,596,000, compared to \$2,635,000 reported in the third quarter 2007. The information technology services company reported a net loss of \$71,000, or \$(0.01) per share basic and diluted, compared to net income of \$95,000 or \$0.01 per share basic and diluted, in the third quarter 2007.

For the nine months ended September 30, 2008, IAI's revenues were \$5,042,000, compared to revenues of \$7,797,000 for the same period in 2007. The Company reported a net loss of \$269,000, or \$(0.02) per share basic and diluted, compared to net income of \$207,000, or \$0.02 per share basic and diluted, reported for the comparable 2007 period.

"In spite of this year's downturn, we believe the company is financially healthy and can recover in this difficult national economic environment. Our investment in sales and marketing continues in order to improve our rate of growth and profitability," said Sandor Rosenberg, Chairman and Chief Executive Officer of IAI. "There are still a number of bid opportunities outstanding for new business and we have been adding strategic partners to improve our bid pipeline."

"We continue to pursue merger and acquisition opportunities."

About Information Analysis Incorporated

Information Analysis Incorporated (www.infoa.com), headquartered in Fairfax, Virginia, is an information technology services company. The Company is a web solution provider and software conversion specialist, modernizing legacy systems and extending their reach to the internet world.

Additional information for investors

This release may contain forward-looking statements regarding the Company's business, customer prospects, or other factors that may affect future earnings or financial results. Such statements involve risks and uncertainties which could cause actual results to vary materially from those expressed in the forward-looking statements. Investors should read and understand the risk factors detailed in the Company's 10-KSB for the fiscal year ended December 31, 2007 and in other filings with the Securities and Exchange Commission.

Information Analysis Incorporated

Statements of Operations

Three months ended September 30,

(in thousands, except per share data; unaudited)

2008 2007

Revenue:

Professional fees	\$	1,261	\$	1,688
Software sales		<u>335</u>		<u>947</u>
Total revenue		<u>1,596</u>		<u>2,635</u>

Cost of goods sold and services provided:

Cost of professional fees		870		1,272
Cost of software sales		<u>235</u>		<u>749</u>
Total cost of sales		<u>1,105</u>		<u>2,021</u>

Gross margin		491		614
Selling general & administrative expense		<u>568</u>		<u>527</u>
(Loss) income from operations		(77)		87
Other income, net		<u>6</u>		<u>8</u>

(Loss) income before income taxes	(71)	95
Provision for income taxes	=	=
Net (loss) income	\$ <u>(71)</u>	\$ <u>95</u>

Earnings (loss) per common share:

Basic	\$ <u>(0.01)</u>	\$ <u>0.01</u>
Diluted	\$ <u>(0.01)</u>	\$ <u>0.01</u>

Shares used in calculating earnings per share:

Basic	11,196,760	11,196,760
Diluted	11,196,760	11,414,922

Information Analysis Incorporated

Statements of Operations

Nine months ended September 30,

(in thousands, except per share data; unaudited)

2008 2007

Revenue:

Professional fees	\$ 4,093	\$ 5,365
Software sales	<u>949</u>	<u>2,432</u>
Total revenue	<u>5,042</u>	<u>7,797</u>

Cost of goods sold and services provided:

Cost of professional fees	3,027	4,093
Cost of software sales	<u>681</u>	<u>1,931</u>
Total cost of sales	<u>3,708</u>	<u>6,024</u>

Gross margin	1,334	1,773
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Selling general & administrative expense	<u>1,618</u>	<u>1,586</u>
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(Loss) income from operations	(284)	187
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Other income, net	<u>15</u>	<u>20</u>
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(Loss) income before income taxes	(269)	207
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Provision for income taxes	=	=
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Net (loss) income	\$ <u>(269)</u>	\$ <u>207</u>
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Earnings (loss) income per common share:

Basic	\$ <u>(0.02)</u>	\$ <u>0.02</u>
Diluted	\$ <u>(0.02)</u>	\$ <u>0.02</u>

Shares used in calculating earnings per share:

Basic	11,196,760	11,196,760
Diluted	11,196,760	11,408,401

Information Analysis Incorporated

Balance Sheets

	As of	As of
	<u>September 30, 2008</u>	<u>December 31, 2007</u>
<i>(in thousands; unaudited)</i>		
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,101	\$ 1,223
Accounts receivable, net	1,154	1,560
Prepaid expenses	520	463
Other assets	4	4
Other receivables	<u>1</u>	<u>3</u>
Total current assets	2,780	3,253
Fixed assets, net	63	79
Other assets	<u>9</u>	<u>9</u>
Total assets	\$ <u>2,852</u>	\$ <u>3,341</u>

LIABILITIES & STOCKHOLDERS' EQUITY

Current liabilities:		
Accounts payable	\$ 519	\$ 721
Deferred revenues	438	394
Accrued payroll and related liabilities	213	258
Other accrued liabilities	25	46
Income taxes payable	<u>3</u>	<u>3</u>
Total liabilities	<u>1,198</u>	<u>1,422</u>

Common stock, par value \$0.01, 30,000,000 shares authorized;

12,839,376 shares issued, 11,196,760 outstanding	128	128
Additional paid in capital	14,549	14,546
Accumulated deficit	(12,093)	(11,825)
Less treasury stock; 1,642,616 shares at cost	<u>(930)</u>	<u>(930)</u>
Total stockholders' equity	<u>1,654</u>	<u>1,919</u>

Total liabilities and stockholders' equity	\$	<u>2,852</u>	\$	<u>3,341</u>
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