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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): 03/31/2009**

**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 March 31, 2009, Information Analysis Incorporated issued a press release reporting earnings and other financial results for its fourth quarter and year end. A copy of this press release, captioned "Information Analysis Inc. Announces Fourth 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 March 31, 2009, captioned:  
"Information Analysis Inc. Announces Fourth Quarter Results"

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**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: March 31, 2009

By: /s/ Matthew Sands

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Matthew Sands  
Controller

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**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-99.1	Press Release dated March 31, 2009

**Exhibit 99.1**

For additional information contact:  
Richard S. DeRose (703) 293-7901  
For release:  
March 31, 2009 at 9:00 am.

**Information Analysis Inc. Announces Fourth Quarter Results**

FAIRFAX, VIRGINIA – Information Analysis Inc. (IAIC:OTCBB) today reported results for the fourth quarter and full year ended December 31, 2008. Revenues were \$1,651,000, compared to \$2,156,000 reported in the fourth quarter 2007. The information technology services company reported a net loss of \$102,000 or \$(0.01) per share basic and diluted, compared to a net loss of \$23,000 or \$0.00 per share basic and diluted in the comparable period in 2007.

For the year ended December 31, 2008, IAI posted revenue of \$6,694,000 and a net loss of \$371,000, or \$(0.03) per share basic and diluted. The Company reported revenue of \$9,953,000 and net income of \$184,000 or \$0.02 per share basic and diluted for the year ended December 31, 2007.

“This has been a challenging 2008 for us due to the deterioration of the economy and constrained budgets within the federal government,” said Sandor Rosenberg, Chairman and Chief Executive Officer of IAI. “In response, we invested added resources in the area of sales to build a larger pipeline of business, and we have been aggressively working on building more strategic partnerships with some of the larger service companies. Those efforts have borne fruit, and the results are beginning to take hold in 2009. We are also beginning a new business practice in the area of IT business intelligence that looks very promising. In addition, we have made substantial cost cutting moves to improve our profit picture for 2009. Our financial net worth and cash position are strong and will help carry us through this difficult period. Having gone through several of these retooling efforts over the last thirty years, I am confident that 2009 will be much improved over 2008.

“We are continuing to pursue merger/acquisition opportunities with other organizations.”

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**Information Analysis Reports Fourth Quarter Results**

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**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.

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**Information Analysis Reports Fourth Quarter Results**

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**Information Analysis Incorporated**  
**Condensed Statements of Operations**

(in thousands, except per share data)	Three months ended December 31,			
			<u>2008</u>	<u>2007</u>
Sales:				
Professional fees	\$	857	\$	1,677
Software sales		794		479
Total sales		1,651		2,156
Cost of goods sold and services provided:				
Cost of professional fees		642		1,268
Cost of software sales		667		369
Total cost of sales		1,309		1,637
Gross profit		342		519
Operating expenses:				

Selling, general and administrative		450		514
(Loss) income from operations		(108)		5
Other income (expenses), net		6		(24)
(Loss) before provision for income taxes		(102)		(19)
Provision for income taxes		-		4
Net (loss)	\$	(102)	\$	(23)
Earnings per Common Share: Basic and Diluted				
Basic net loss	\$	(0.01)	\$	0.00
Diluted net loss	\$	(0.01)	\$	0.00
Shares used in calculating earnings per share:				
Basic	11,196,760		11,196,760	
Diluted	11,196,760		11,383,584	
Twelve months ended December 31,				
(in thousands, except per share data)		<u>2008</u>		<u>2007</u>
Sales:				
Professional fees	\$	4,951	\$	7,042
Software sales		1,743		2,911
Total revenue		6,694		9,953
Cost of goods sold and services provided:				
Cost of professional fees		3,669		5,361
Cost of software sales		1,348		2,300
Total cost of sales		5,017		7,661
Gross profit		1,677		2,292
Operating expenses:				
Selling, general and administrative		2,069		2,100
(Loss) income from operations		(392)		192
Other income (expenses)		21		(4)
(Loss) income before provision for income taxes		(371)		188
Provision for income taxes		--		4
Net (loss) income	\$	(371)	\$	184
Earnings per Common Share:				
Basic net (loss) income	\$	(0.03)	\$	0.02
Diluted net (loss) income	\$	(0.03)	\$	0.02
Shares used in calculating earnings per share:				
Basic	11,196,760		11,196,760	
Diluted	11,196,760		11,398,180	

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**Information Analysis Incorporated**  
**Balance Sheets**

<i>(in thousands)</i>	As of <u>December 31, 2008</u>	As of <u>December 31, 2007</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,549	\$ 1,223
Accounts receivable, net	1,122	1,560
Prepaid expenses	470	463
Other assets	1	4
Other receivables	--	2
	<hr/>	<hr/>
Total current assets	3,142	3,252
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Fixed assets, net	56	79
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Other assets	6	9
	<hr/>	<hr/>
Total assets	\$ 3,204	\$ 3,340
	<hr/>	<hr/>
<b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 802	\$ 721
Deferred revenue	603	394
Accrued payroll and related liabilities	214	258
Other accrued liabilities	31	45
Income taxes payable	2	3
	<hr/>	<hr/>
Total current liabilities	1,652	1,421
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Total liabilities	1,652	1,421
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Common stock, par value \$0.01, 30,000,000 shares authorized; 12,839,376 shares issued, 11,196,760 outstanding at December 31, 2008, and 2007		
	128	128
Additional paid in capital	14,550	14,546
Accumulated deficit	(12,196)	(11,825)
Less treasury stock; 1,642,616 shares at cost at December 31, 2008 and 2007	(930)	(930)
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Total stockholders' equity	1,552	1,919
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Total liabilities and stockholders' equity	\$ 3,204	\$ 3,340
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