

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):

January 26, 2006

ULTRALIFE BATTERIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

0-20852

16-1387013

(Commission File Number)

(I.R.S. Employer Identification No.)

2000 Technology Parkway, Newark, New York 14513

(Address of principal executive offices) (Zip Code)

(315) 332-7100

(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:

- 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 1.01 Entry into a Material Definitive Agreement.

On January 26, 2006, Ultralife Batteries, Inc. (the "Registrant") entered into a stock purchase agreement (the "Stock Purchase Agreement") with Huang Deyong, Li Xiaochun and Zhu Dehong (together, the "Sellers"), the sole shareholders of Able New Energy Co., Ltd. Pursuant to the terms and conditions of the Stock Purchase Agreement, the Registrant will acquire all the outstanding shares of Able New Energy Co., Ltd., which is a manufacturer of lithium batteries located in Shenzhen, China (the "Transaction"). There are no material relationships between the Registrant or its affiliates and the Sellers, other than in respect of the Stock Purchase Agreement. The Registrant expects to file the Stock Purchase Agreement as an exhibit to its quarterly report on Form 10-Q for the Quarter ended April 1, 2006. A copy of the press release issued by the Registrant in connection with the Transaction is attached as Exhibit 99.1 to this report.

For business and legal reasons, the Transaction is being split into two steps. In the first step, the Sellers will transfer their ownership interests in Able New Energy Co., Ltd. to a holding company. The holding company is organized under the laws of Hong Kong and owned by the Sellers. In the second step of the Transaction, which will occur immediately after the first step, the Sellers will sell their interest in the Hong Kong holding company to the Registrant, and the Registrant will thereby become the indirect owner of Able New Energy Co., Ltd. The Registrant expects the Transaction, which is subject to customary closing conditions and approval by the Chinese government, to close during the second quarter of fiscal year 2006.

At the closing of the Transaction, the Sellers will receive aggregate

consideration valued at approximately \$4,200,000. The consideration will consist of a combination of cash and equity securities to be issued by the Registrant. The value of the cash component of the consideration will be \$2,500,000, of which \$500,000 will be contingent upon the achievement by Able New Energy Co., Ltd. of certain performance milestones. The equity component of the consideration will consist of 80,000 shares of the Registrant's common stock and five-year warrants to purchase a further 100,000 shares of the Registrant's common stock. The combined value of the equity component will be approximately \$1,700,000. If the price of the Registrant's common stock as of the closing date of the Transaction is less than \$12.50 per share, then the number of shares of the Registrant's common stock to be delivered at closing will be increased from 80,000 shares to that number of shares as shall have an aggregate value of \$1,000,000. No adjustments shall be made to the number of shares to be delivered at closing if the price of the Registrant's common stock as of the closing date of the Transaction is more than \$12.50 per share. The exercise price of the warrants will be \$12.30 per share, which was the closing price per share of the Registrant's common stock on the date the parties executed the Stock Purchase Agreement.

Item 9.01. Financial Statements, Pro Forma Financials and Exhibits.

(a) Financial Statements of Business Acquired.

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Exhibits.

99.1 Press Release dated January 26, 2006.

SIGNATURE

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.

ULTRALIFE BATTERIES, INC.

Dated: January 26, 2006

By: /s/Peter F. Comerford

Peter F. Comerford
Vice President of
Administration & General Counsel

Ultralife Batteries to Acquire Chinese Battery Manufacturer for
Approximately \$4.2 Million; Acquisition of Able New Energy Co. Expands
Ultralife's Global Presence and Product Line

NEWARK, N.Y.--(BUSINESS WIRE)--Jan. 26, 2006--Ultralife Batteries, Inc. (NASDAQ: ULBI) has entered into a definitive agreement to acquire all of the outstanding shares of Able New Energy Co., Ltd., an established, profitable manufacturer of lithium batteries located in Shenzhen, China, for a combination of cash, common stock and stock warrants for a total value of approximately \$4.2 million. The acquisition, which is subject to customary closing conditions and approval of the Chinese government, is expected to close in the second quarter.

Established in 2003, Able New Energy produces non-rechargeable lithium-manganese dioxide and lithium-thionyl chloride batteries, and supplies a variety of other non-rechargeable and rechargeable battery chemistries, for a wide range of applications worldwide including utility meters, security systems, tire pressure sensors, medical devices, automotive electronics and memory backup, among many others. In 2005, based on preliminary unaudited figures, Able generated approximately \$300,000 in operating profit on approximately \$2.3 million in revenue.

Under the terms of the agreement, the purchase price of approximately \$4.2 million will consist of cash, common stock and stock warrants. The cash portion of the purchase price is equal to \$2.5 million with \$500,000 of the cash purchase price contingent on the achievement of certain performance milestones of the acquired business. The equity portion of the purchase price will consist of 80,000 shares of Ultralife common stock and 100,000 stock warrants, for a total consideration of approximately \$1.7 million. Ultralife anticipates that this acquisition will be accretive in 2006.

"With more than 50 products, including a wide range of lithium-thionyl chloride and lithium-manganese dioxide batteries and coin cells, this acquisition broadens our expanding portfolio of high-energy power sources, enabling us to further penetrate large and emerging markets such as remote meter reading, RFID and other markets that will benefit from these chemistries," said John D. Kavazanjian, president and chief executive officer. "In addition, this acquisition will strengthen Ultralife's global presence, facilitate our entry into the rapidly growing Chinese market and improve our access to lower cost raw materials."

The current management team of Able New Energy will be retained as well as the Able brand of products. Eric Hwang will remain as managing director and will report to Philip Meek, Ultralife's vice president of manufacturing, who will be responsible for the integration of Able and its products into Ultralife.

Information about Able New Energy is available at the company's web site, www.able-battery.com.

About Ultralife Batteries, Inc.

Ultralife is a global provider of high-energy power systems for diverse applications. The company develops, manufactures and markets a wide range of non-rechargeable and rechargeable batteries, charging systems and accessories for use in military, industrial and consumer portable electronic products. Through its portfolio of standard products and engineered solutions, Ultralife is at the forefront of providing the next generation of power systems. Industrial, retail and government customers include General Dynamics, Philips Medical Systems, General Motors, Energizer, Kidde Safety, Lowe's, Radio Shack and the national defense agencies of the United States, United Kingdom, Germany and Australia, among others.

Ultralife's headquarters, principal manufacturing and research facilities are in Newark, New York, near Rochester. Ultralife Batteries (UK) Ltd., a second manufacturing facility, is located in Abingdon, England. Both facilities are ISO-9001 certified. Detailed information on Ultralife is available at the company's web site, www.ultralifebatteries.com.

This press release may contain forward-looking statements based on current expectations that involve a number of risks and uncertainties. The potential risks and uncertainties that could cause actual results to differ materially include: worsening global economic conditions, increased competitive environment and pricing pressures, disruptions related to restructuring actions and delays. Further information on these factors and other factors that could affect Ultralife's financial results is included in Ultralife's Securities and Exchange Commission (SEC) filings, including the latest Annual Report on Form 10-K.

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