

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):

September 21, 2005

ULTRALIFE BATTERIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

0-20852

(Commission File Number)

16-1387013

(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))

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Item 7.01. Regulation FD Disclosure.

Ultralife Batteries, Inc. (the "Company") has adjusted its outlook for revenue in the second half of 2005 to approximately \$35 million, consisting of approximately \$15 million for the third quarter and \$20 million for the fourth quarter, due to ongoing uncertainty regarding the timing and quantity of BA-5390 battery orders from the U.S. Defense Department for the remainder of this year. The Company's press release is attached as Exhibit 99.1 to this Form 8-K, and the information set forth therein is furnished under Item 7.01.

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 September 21, 2005.

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: September 21, 2005

By: /s/Robert W. Fishback

Robert W. Fishback
Vice President of Finance & CFO

INDEX TO EXHIBITS

(99) Additional Exhibits

99.1 Press Release dated September 21, 2005.

Ultralife Batteries Updates Guidance for the Second Half of 2005

NEWARK, N.Y.--(BUSINESS WIRE)--Sept. 21, 2005--Ultralife Batteries, Inc. (NASDAQ: ULBI) has adjusted its outlook for revenue in the second half of 2005 to approximately \$35 million, consisting of approximately \$15 million for the third quarter and \$20 million for the fourth quarter, due to ongoing uncertainty regarding the timing and quantity of BA-5390 battery orders from the U.S. Defense Department for the remainder of this year. The company previously anticipated revenue for the second half of 2005 of approximately \$46 million, assuming a modest level of BA-5390 orders. Along with lowering its revenue guidance, the company is taking action to reduce overhead costs by up to \$4 million on an annualized basis starting in the fourth quarter.

"The U.S. military has informed us that they are keeping inventories lean until they finalize plans to transition to the BA-5390 with the state-of-charge indicator, the major item in the Next Gen II, Phase IV Contract award. Because usage continues at a steady rate for the current version, however, they have informed us that they anticipate some procurement in the fourth quarter to maintain supply levels," said John D. Kavazanjian, president and chief executive officer. "Nevertheless, given the uncertainty about both the volume and timing of orders, combined with the continued delays in the procurement process, we are moving forward with our near-term business plans assuming that we will not have any BA-5390 revenue for the rest of the year. These plans include taking action to reduce overhead costs in order to return to profitability in the fourth quarter."

Kavazanjian continued, "We have been working diligently with the U.S. military on qualifying the new version of the BA-5390 and are still on track to complete testing in the third quarter. Pending the completion of its product transition plan, the U.S. military has informed us that we should expect to begin supplying the BA-5390 under the Next Gen II, Phase IV contract in the first quarter of 2006 at the earliest."

"Our commercial business continues to expand and we expect to see growth from key target markets such as automotive telematics, search and rescue and medical in the second half of 2005," concluded Kavazanjian. "Looking toward 2006, we are aggressively pursuing our initiatives to further diversify our areas of growth and enhance revenue predictability."

About Ultralife Batteries, Inc.

Ultralife is a global provider of power solutions 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 range of standard products and engineered solutions, Ultralife is able to provide 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 and Germany, among others.

Ultralife's headquarters, principal manufacturing and research facilities are in Newark, New York, near Rochester. Ultralife (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.

Ultralife(R) is a registered trademark of Ultralife Batteries, Inc.

CONTACT: Ultralife Batteries, Inc.
Robert Fishback, 315-332-7100
bfishback@ulbi.com
or
Investor Relations:

Lippert/Heilshorn & Associates, Inc.
Jody Burfening, 212-838-3777
jburfening@lhai.com

or

Media:

Lippert/Heilshorn & Associates, Inc.
Chenoa Taitt, 212-201-6635
ctaitt@lhai.com