SAND HILL IT SECURITY ACQUISITION CORP
Form 425
December 19, 2005

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): **December 16, 2005**

SAND HILL IT SECURITY ACQUISITION CORP.
(Exact name of registrant as specified in its charter)

Delaware	**0-50813**	**20-0996152**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

3000 Sand Hill Road **Building 1, Suite 240** **Menlo Park, California**	**94025**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(650) 926-7022**

(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 (*see* General Instruction A.2. below):

x Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

x Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On December 19, 2005, the Company announced that on December 16, 2005, the Company filed a registration statement with the Securities and Exchange Commission in connection with the Company's proposed merger with St. Bernard Software, Inc.. A copy of the press release announcing the filing of the registration statement is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

Financial statements of businesses acquired.

Not applicable.

(b) **Pro forma financial information.**

Not applicable.

(c) **Exhibits.**

The following exhibits are furnished in accordance with the provisions of Item 601 of Regulation S-K:

Exhibit Number	**Description of Exhibit**
99.1	Press Release dated December 19, 2005

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.

SAND HILL IT SECURITY ACQUISITION CORP.

Date: December 16, 2005

By: /s/ Humphrey P. Polanen
Name: Humphrey P. Polanen
Title: Chief Executive Officer