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STEPHAN CO
Form 8-K
April 21, 2006

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 the earliest event reported)

April 18, 2006

THE STEPHAN CO.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|---|
| Florida (State or other jurisdiction of incorporation) | 1-4436 (Commission File Number) | 59-676812 (I.R.S. Employer Identification Number) |
|---|---------------------------------------|---|

| | |
|--|---------------------|
| 1850 W. McNab Road Fort Lauderdale, Florida (Address of principal executive offices) | 33309 (Zip Code) |
|--|---------------------|

(954) 971-0600
(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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On April 18, 2006, the Registrant received a notification letter from the American Stock Exchange ("AMEX") that the failure to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2005, as required by Sections 134 and 1101 of the AMEX Company Guide, is a material violation of its continued

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listing agreement with AMEX. Pursuant to Section 1003(d) of the AMEX Company Guide, the Company is subject to suspension of trading and possibly, delisting.

In order to maintain its listing, the Company must submit a plan by May 2, 2006, advising the AMEX of actions taken, or to be taken, to bring the Company into compliance with the above-mentioned Sections 134 and 1101 by June 16, 2006.

The Company intends to submit a plan to AMEX by May 2, 2006, and will keep its stockholders informed of any developments as the situation warrants.

ITEM 7.01. Regulation FD Disclosure.

On April 18, 2006, the Company issued a press release announcing the receipt of the Delinquency letter. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 9.01. Financial Statements and Exhibits.

(c) Exhibits:

| Exhibit Number | Description |
|-------------------|--|
| 99.1 | The Stephan Co. Press Release dated April 18, 2006 |

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, thereunto duly authorized, in the State of Florida on April 21, 2006.

The Stephan Co.

By:

/s/ David Spiegel

David Spiegel
Chief Financial Officer