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INTERLINK ELECTRONICS INC

Form SC 13G

February 28, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A  
(Rule 13d-102)

OMB APPROVAL  
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Information Statement Pursuant to Rules 13d-1 and 13d-2  
Under the Securities Exchange Act of 1934  
(Amendment No. )\*

Interlink Electronics, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

458751104  
(CUSIP Number)

February 28, 2006  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 458751104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above

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persons (entities only)  
Potomac Capital Management LLC  
13-3984298

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  [ ]  
(b)  [ ]

3. SEC Use Only

4. Citizenship or Place of Organization  
Limited Liability Company formed under the laws of the State of  
New York

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power 0
	6. Shared Voting Power 1,047,502 shares of common stock
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 1,047,502 shares of common stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,047,502 shares of common stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)  [ ]

11. Percent of Class Represented by Amount in Row (9)  
Approximately 7.63% as of the date of this filing (based on  
13,720,929 shares of Common Stock issued and outstanding as of  
July 26, 2005)

12. Type of Reporting Person (See Instructions)  
HC; OO (Limited Liability Corporation)

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above  
persons (entities only)  
Potomac Capital Management Inc.  
13-3984786

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  [ ]  
(b)  [ ]

3. SEC Use Only

4. Citizenship or Place of Organization

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Corporation formed under the laws of the State of New York

- Number of Shares Beneficially Owned by Each Reporting Person With
- 5. Sole Voting Power  
0
  - 6. Shared Voting Power  
1,047,502 shares of common stock
  - 7. Sole Dispositive Power  
0
  - 8. Shared Dispositive Power  
1,047,502 shares of common stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,047,502 shares of common stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ]
11. Percent of Class Represented by Amount in Row (9)  
Approximately 7.63% as of the date of this filing (based on 13,720,929 shares of Common Stock issued and outstanding as of July 26, 2005)
12. Type of Reporting Person (See Instructions)  
HC; CO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Paul J. Solit
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) [ ]  
(b) [ ]
3. SEC Use Only
4. Citizenship or Place of Organization  
U.S. Citizen
- Number of Shares Beneficially Owned by Each Reporting Person With
- 5. Sole Voting Power  
0
  - 6. Shared Voting Power  
1,047,502 shares of common stock
  - 7. Sole Dispositive Power  
0
  - 8. Shared Dispositive Power  
1,047,502 shares of common stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,047,502 shares of common stock

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) [ ]
11. Percent of Class Represented by Amount in Row (9)  
Approximately 7.63% as of the date of this filing (based on  
13,720,929 shares of Common Stock issued and outstanding as of  
July 26, 2005)
12. Type of Reporting Person (See Instructions)  
IN; HC

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### Item 1.

- (a) Name of Issuer  
Interlink Electronics, Inc.
- (b) Address of Issuer's Principal Executive Offices  
546 Flynn Road  
Camarillo, CA 93012

### Item 2.

- (a) Name of Person Filing  
Potomac Capital Management LLC
  - (b) Address of Principal Business Office or, if none, Residence  
825 Third Avenue  
33rd Floor  
New York, New York 10022
  - (c) Citizenship  
Limited Liability Company formed under the laws of the State of  
New York.
- (a) Name of Person Filing  
Potomac Capital Management Inc.
  - (b) Address of Principal Business Office or, if none, Residence  
825 Third Avenue  
33rd Floor  
New York, New York 10022
  - (c) Citizenship  
Corporation formed under the laws of the State of New York.
- (a) Name of Person Filing  
Paul J. Solit
  - (b) Address of Principal Business Office or, if none, Residence  
c/o Potomac Capital Management LLC  
825 Third Avenue  
33rd Floor  
  
New York, New York 10022

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- (c) Citizenship  
U.S. Citizen
  
- (d) Title of Class of Securities  
Common Stock, par value \$0.00001 per share
  
- (e) CUSIP Number  
458751104

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:  
Not Applicable

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;

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- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

POTOMAC CAPITAL MANAGEMENT LLC  
POTOMAC CAPITAL MANAGEMENT INC.  
PAUL J. SOLIT

- (a) Amount beneficially owned: 1,047,502 shares of common stock
- (b) Percent of class: Approximately 7.63% as of the date of this filing (based on 13,720,929 shares of Common Stock issued and outstanding as of July 26, 2005)
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote 0

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(ii) Shared power to vote or to direct the vote	1,047,502 shares of common stock
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	1,047,502 shares of common stock

Item 5. Ownership of Five Percent or Less of a Class  
If this Statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ]

Item 6. Ownership of More than Five Percent on Behalf of Another Person  
Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person  
See Exhibit A attached hereto.

Item 8. Identification and Classification of Members of the Group  
Not Applicable.

Item 9. Notice of Dissolution of Group  
Not Applicable.

Item 10. Certification  
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signature

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 28th day of February, 2006

POTOMAC CAPITAL MANAGEMENT LLC

By: /s/ Paul J. Solit  
Paul J. Solit, Managing Member

POTOMAC CAPITAL MANAGEMENT INC.

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By: /s/ Paul J. Solit  
Paul J. Solit, President

PAUL J. SOLIT

By: /s/ Paul J. Solit  
Paul J. Solit

EXHIBIT INDEX

The following exhibits are filed with this report on Schedule 13G/A:

- Exhibit A Identification of entities which acquired the shares which are the subject of this report on Schedule 13G/A
- Exhibit B Joint Filing Agreement dated February 28, 2006 among Potomac Capital Management LLC, Potomac Capital Management, Inc. and Paul J. Solit