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ANDREA ELECTRONICS CORP
Form 8-K
December 10, 2004

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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 7, 2004

ANDREA ELECTRONICS CORPORATION

(Exact name of registrant as specified in its charter)

New York -----	1-4324 -----	11-0482020 -----
(State or other Jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

45 Melville Park Road, Melville, New York 11747

(Address of principal executive offices)

(631) 719-1800

(Registrant's telephone number, including area code)

Not Applicable

(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:

- ☐ 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 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; ----- APPOINTMENT OF PRINCIPAL OFFICERS. -----

- (b) On December 7, 2004, Andrea Electronics Corporation (the "Company") received notice from director Scott M. Koondel that effective December 10, 2004, Mr. Koondel will be resigning from the Board of Directors of the Company.

In addition, on December 8, 2004, the Company received notice from director John R. Croteau that effective December 10, 2004, Mr. Croteau will be resigning from the Board of Directors of the Company.

The press release announcing the resignations is furnished as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS. -----

- (c) Exhibits

Number -----	Description -----
99.1	Press Release Dated December 10, 2004

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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.

ANDREA ELECTRONICS CORPORATION

Dated: December 10, 2004

By:/s/ Corisa L. Guiffre

Corisa L. Guiffre
Vice President and Chief Financial Officer

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EXHIBIT INDEX -----

Exhibit -----	Description -----
99.1	Press Release, dated December 10, 2004

