

=====

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

FORM 10-K/A

FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO SECTIONS 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

(MARK ONE)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

FOR THE FISCAL YEAR ENDED MARCH 31, 1998

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO
COMMISSION FILE NUMBER 000-10605

ODETICS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	95-2588496
(STATE OR OTHER JURISDICTION	(I.R.S. EMPLOYER
OF INCORPORATION OR ORGANIZATION)	IDENTIFICATION NO.)

1515 SOUTH MANCHESTER AVENUE, ANAHEIM, CALIFORNIA 92802
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(714) 774-5000
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

CLASS A COMMON STOCK, \$.10 PAR VALUE

CLASS B COMMON STOCK, \$.10 PAR VALUE
(TITLE OF CLASS)

Indicate by check mark whether the registrant: (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to
such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by a check mark if disclosure of delinquent filers pursuant to Item
405 of Regulation S-K is not contained herein, and will not be contained, to
the best of registrant's knowledge, in definitive proxy or information
statements incorporated by reference in Part III of this Form 10-K or any
amendment to this Form 10-K. ☐

Based on the closing sale price on Nasdaq National Market on June 25, 1998,
the aggregate market value of the voting stock held by nonaffiliates of the
registrant was \$68,466,928. For the purposes of this calculation, shares owned

by officers, directors and 10% stockholders known to the registrant have been deemed to be owned by affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The Company has two classes of common stock outstanding, the Class A Common Stock and the Class B Common Stock. The rights, preferences and privileges of each class of common stock are identical in all respects, except for voting rights. Each share of Class A Common Stock entitles its holder to one-tenth of one vote per share and each share of Class B Common Stock entitles its holder to one vote per share. As of June 25, 1998, there were 6,202,778 shares of Class A Common Stock and 1,062,041 shares of Class B Common Stock outstanding. Unless otherwise indicated, all references to "Common Stock" shall collectively refer to the Class A Common Stock and the Class B Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates certain information by reference from the registrant's definitive proxy statement (the "Proxy Statement") for the Annual Meeting of the Stockholders scheduled to be held on September 11, 1998.

=====

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 City of Anaheim, State of California, on July 30, 1998.

ODETICS, INC.

By: /s/ Joel Slutzky
Joel Slutzky
Chief Executive Officer,
President and Chairman of the
Board

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons in the capacities and on the dates indicated:

SIGNATURE -----	TITLE -----	DATE ----
<u>/s/ Joel Slutzky</u> Joel Slutzky	Chief Executive Officer, President and Chairman of the Board (principal executive officer)	July 30, 1998
<u>*</u> Crandall Gudmundson	Director	July 30, 1998
<u>*</u> Jerry Muench	Director	July 30, 1998
<u>*</u> Kevin C. Daly	Director	July 30, 1998
<u>/s/ Gary Smith</u> Gary Smith	Vice President and Controller (principal accounting officer)	July 30, 1998
<u>*</u> Ralph R. Michelson	Director	July 30, 1998

*	Director	July 30, 1998
<hr/>		
Leo Wexler		
*	Director	July 30, 1998
<hr/>		
John W. Seazholtz		
*	Director	July 30, 1998
<hr/>		
Paul E. Wright		
/s/ Gregory A. Miner	Vice President, Director,	July 30, 1998
<hr/>		
Gregory A. Miner	Chief Operating Officer and Chief Financial (principal financial officer)	

*By: /s/ Gregory A. Miner

Gregory A. Miner,
as attorney-in-fact