

**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): June 28, 2010

OPTEX SYSTEMS HOLDINGS, INC.

(Exact Name of Registrant as Specified in Charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>333-143215</u> (Commission File Number)	<u>333-143215</u> (IRS Employer Identification No.)
<u>1420 Presidential Drive, Richardson, TX</u> (Address of principal executive offices)		<u>75081-2439</u> (Zip Code)

Registrant's telephone number, including area code: 972-644-0722

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 DFR 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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INFORMATION TO BE INCLUDED IN THE REPORT

Item 8.01 Other Items

On June 28, 2010, the Company received a \$2.5 million purchase order under an existing contract between it and TACOM-Warren. The purchase order, attached hereto as exhibit 10.22, calls for the delivery of M137 panoramic telescopes, scheduled to begin in January 2011 and to continue through August 2011. Also attached, as Exhibit 99.1, is a press release with respect to the foregoing.

Item 9.01. Exhibits:

- 10.22 Purchase Order dated June 28, 2010 with TACOM-Warren.
- 99.1 Press Release dated June 30, 2010

Optex Systems Holdings, Inc.
(Registrant)

By: /s/ Stanley A. Hirschman
Stanley A. Hirschman
Title: President

Date: July 2, 2010

EXHIBIT INDEX

- 10.22 Purchase Order dated June 28, 2010 with TACOM-Warren.
 - 99.1 Press Release dated June 30, 2010
-

ORDER FOR SUPPLIES OR SERVICES

1. CONTRACT PURCH ORDER/AGREEMENT NO. W52H09-05-D-0260	2. DELIVERY ORDER/CALL NO. VD01	3. DATE OF ORDER/CALL (YYYYMMDD) 2010JUN28	4. REQUISITION/PURCH REQUEST NO. SEE SCHEDULE	5. PRIORITY DOA5
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6. ISSUED BY DLA WARREN, LAND DETACHMENT @ TACOM DSCC-ZG MO KAH (586)282-6487 WARREN, MI 48397-5000 HTTP://CONTRACTING.TACOM.ARMY.MIL	CODE SPRDL1	7. ADMINISTERED BY (If other than 6) DCMA, TEXAS 600 NORTH PEARL STREET SUITE 1630 DALLAS TX 75201-2843 SCD: A PAS: NONE ADP PT: HQ0339	CODE S4402A	8. DELIVERY FOB x DESTINATION OTHER (See Schedule if other)
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9. CONTRACTOR ● OPTEX SYSTEMS INC. 1420 PRESIDENTIAL DR NAME RICHARDSON, TX 75081-2439 AND ADDRESS ● ● TYPE BUSINESS: Other Small Business Performing in U.S.	CODE OBK64	FACILITY	10. DELIVER TO FOB POINT BY (Date) (YYYYMMDD) SEE SCHEDULE	11. x IF BUSINESS IS x SMALL o SMALL DISADVANTAGED o WOMAN-OWNED
			12. DISCOUNT TERMS	
			13. MAIL INVOICES TO THE ADDRESS IN BLOCK See Block 15	

14. SHIP TO SEE SCHEDULE	CODE	15. PAYMENT WILL BE MADE BY DFAS-COLUMBUS CENTER DFAS-CO WEST ENTITLEMENT OPERATIONS P.O. BOX 182381 COLUMBUS, OH 43218-2381	CODE HQ0339	MARK ALL PACKAGES AND PAPERS WITH IDENTIFICATION NUMBERS IN BLOCKS 1 AND 2
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16. TYPE OF ORDER	DELIVERY/ CALL	x	THIS DELIVERY ORDER IS ISSUED ON ANOTHER GOVERNMENT AGENCY OR IN ACCORDANCE WITH AND SUBJECT TO TERMS AND CONDITIONS OF ABOVE NUMBERED CONTRACT.
	PURCHASE		Reference your <input type="radio"/> Oral <input type="radio"/> Written Quotation _____, Dated _____, furnish the following on terms specified herein. ACCEPTANCE. THE CONTRACTOR HEREBY ACCEPTS THE OFFER REPRESENTED BY THE NUMBERED PURCHASE ORDER AS IT MAY PREVIOUSLY HAVE BEEN OR IS NOW MODIFIED, SUBJECT TO ALL OF THE TERMS AND CONDITIONS SET FORTH, AND AGREES TO PERFORM THE SAME.

_____ **NAME OF CONTRACTOR** _____ **SIGNATURE** _____ **TYPED NAME AND TITLE** _____ **DATE SIGNED (YYYYMMDD)**

If this box is marked, supplier must sign Acceptance and return the following number of copies:

17. ACCOUNTING AND APPROPRIATION DATA/LOCAL USE
SEE SCHEDULE

18. ITEM NO.	19. SCHEDULE OF SUPPLIES/SERVICE	20. QUANTITY ORDERED/ ACCEPTED*	21. UNIT	22. UNIT PRICE	23. AMOUNT
	SEE SCHEDULE CONTRACT TYPE: Firm-Fixed-Price KIND OF CONTRACT: Supply Contracts and Priced Orders				

* If quantity accepted by the Government is same as quantity ordered, indicate by x. If different, enter actual quantity accepted below quantity ordered and encircle.	24. UNITED STATES OF AMERICA MORRIS BELLEVILLE /SIGNED/ 2010JUN28 MORRIS.BELLEVILLE@US.ARMY.MIL (586)282-3766 BY: CONTRACTING/ORDERING OFFICER	25. TOTAL	\$2,500,570.00
		26. DIFFERENCES	

27a. QUANTITY IN COLUMN 20 HAS BEEN
 INSPECTED RECEIVED ACCEPTED, AND CONFORMS TO CONTRACT EXCEPT AS NOTED _____

b. SIGNATURE OF AUTHORIZED GOVERNMENT REPRESENTATIVE		c. DATE (YYYYMMDD)	d. PRINTED NAME AND TITLE OF AUTHORIZED GOVERNMENT REPRESENTATIVE		
e. MAILING ADDRESS OF AUTHORIZED GOVERNMENT REPRESENTATIVE		28. SHIP. NO.	29. D.O. VOUCHER NO.	30. INITIALS	
		<input type="radio"/> PARTIAL <input type="radio"/> FINAL		32. PAID BY	33. AMOUNT VERIFIED CORRECT FOR
f. TELEPHONE NUMBER	g. E-MAIL ADDRESS		31. PAYMENT	34. CHECK NUMBER	
36. I CERTIFY THIS ACCOUNT IS CORRECT AND PROPER FOR PAYMENT.		<input type="radio"/> COMPLETE <input type="radio"/> PARTIAL <input type="radio"/> FINAL		35. BILL OF LADING NO.	
a. DATE (YYYYMMDD)	b. SIGNATURE AND TITLE OF CERTIFYING OFFICER		40. TOTAL CONTAINERS	41. S/R ACCOUNT NUMBER	42. S/R VOUCHER NO.
37. RECEIVED AT	38. RECEIVED BY (Print)	39. DATE RECEIVED (YYYYMMDD)			

DD FORM 1155, DEC 2001

PREVIOUS EDITION IS OBSOLETE.

Name of Offeror or Contractor: OPTEX SYSTEMS

SUPPLEMENTAL INFORMATION

1. DELIVERY ORDER VD01/0004 IS ISSUED FOR 200 EACH, M137A2 PANORAMIC TELESCOPE, NSN: 1240-01-483-6103, PN 12984713.
2. THE UNIT PRICE OF \$12,502.85 EACH REFLECTS THE UNIT PRICE FOR CLIN 0001 FOR ORDERING PERIOD 05, 1 JULY 2009 THROUGH 30 JUNE 2010.THE TOTAL VALUE OF THIS DELIVERY ORDER IS \$2,500,570.00.
- 3.THE DELIVERY SCHEDULE IS ESTABLISHED IN SECTION B. EARLY DELIVERY IS AUTHORIZED IF AT NO ADDITIONAL COST TO THE GOVERNMENT.
- 4.THIS DELIVERY ORDER IS SUBJECT TO THE TERMS AND CONDITIONS OF BASIC CONTRACT W52H09-05-D-0260.

*** END OF NARRATIVE A0001 ***

Name of Offeror or Contractor: OPTEX SYSTEMS

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
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SUPPLIES OR SERVICES AND PRICES/COSTS

0001 NSN: 1240-01-483-6103
 FSCM: 19200
 PART NR: 12984713
 SECURITY CLASS: Unclassified

0001AB	<u>PRODUCTION QUANTITY</u>	200	EA	\$ 12,502.85000	\$ 2,500,570.00
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NOUN: TELESCOPE, PANORAMIC
 PRON: M101F720M1 PRON AMD: 04 ACRN: AA
 AMS CD: 060011

Packaging and Marking

Inspection and Acceptance

INSPECTION: Origin ACCEPTANCE: Origin

Deliveries or Performance

DOC	MILSTRIP	SUPPL	SIG CD	MARK FOR	TP CD
REL CD	ADDR				
001	W52H090137C304	W25G1U	J		1

DEL REL CD	QUANTITY	DEL DATE
001	15	28-JAN-2011
002	15	28-FEB-2011
003	15	28-MAR-2011
004	15	28-APR-2011
005	15	30-MAY-2011
006	25	29-JUN-2011
007	25	29-JUL-2011
008	25	29-AUG-2011

FOB POINT: Destination

SHIP TO:
 (W25G1U) SU W1BG DEF DIST DEPOT SUSQUE
 DDSP NEW CUMBERLAND FACILITY
 2001 NORMANDY DRIVE DOOR 113 TO 134
 NEW CUMBERLAND PA 17070-5002

CONTRACT/DELIVERY ORDER NUMBER
 W52H09-05-D-0260/VD01

Name of Offeror or Contractor: OPTEX SYSTEMS

ITEM NO	SUPPLIES/SERVICES					QUANTITY	UNIT	UNIT PRICE	AMOUNT
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DOC	SUPPL				
REL CD	MILSTRIP	ADDR	SIG CD	MARK FOR	TP CD
002	W52H090137C305	W62G2T	J		1

DEL REL CD	QUANTITY	DEL DATE
001	10	28-JAN-2011
002	10	28-FEB-2011
003	10	28-MAR-2011
004	10	28-APR-2011
005	10	30-MAY-2011

FOB POINT: Destination

SHIP TO:
 (W62G2T) XR W1BG DEF DIST DEPOT SAN JOAQUIN
 TRANSPORTATION OFFICER
 PO BOX 960001
 STOCKTON CA 95296-0130

CONTRACT/DELIVERY ORDER NUMBER

W52H09-05-D-0260/VD01

Name of Offeror or Contractor: OPEX SYSTEMS

CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/AMS CD/ MIPR	ACRN	OBLG STAT	ACCOUNTING CLASSIFICATION	JOB ORDER NUMBER	ACCOUNTING STATION	OBLIGATED AMOUNT
0001AB	M101F720M1 060011	AA	2	97 X4930AC9G 6D 26KB S11116		W52H09	\$ 2,500,570.00
TOTAL							\$ 2,500,570.00

SERVICE NAME	TOTAL BY ACRN	ACCOUNTING CLASSIFICATION	ACCOUNTING STATION	OBLIGATED AMOUNT
Army	AA	97 X4930AC9G 6D 26KB S11116	W52H09	\$ 2,500,570.00
TOTAL				\$ 2,500,570.00

LINE ITEM	ACRN	EDI	ACCOUNTING CLASSIFICATION
0001AB	AA	97	0X0X4930AC9G S11116 06D00000600110000026KB S11116



Optex Systems Receives \$2.5 Million Purchase Order for Panoramic Telescopes from U.S. Army

Richardson, TX,- June 30, 2010 - Optex Systems Holdings, Inc. (OTC BB: OPXS), a leading manufacturer of optical sighting systems and assemblies primarily for Department of Defense applications, today announced that the U.S. Army Tank-Automotive and Armaments Command, Warren, Michigan location, (TACOM-Warren) has awarded Optex a \$2.5 million purchase order for additional M137 panoramic telescopes. These M137s are being used in support of certain models of Howitzers (e.g, M119 and M198). This is the fourth delivery order in the final ordering period of the existing 5 year contract between Optex and TACOM-Warren. Delivery of the M137s is scheduled to begin in January 2011 and will continue through August 2011.

Danny Schoening, COO of Optex Systems, commented, "In recent years, the Army has been challenged with fighting enemies in varied terrain across the world, and Howitzers have played a central role in combat in these environments. Optex is pleased to provide the M137 as a critical component of Howitzer fire control that improves the effectiveness of the weaponry. This follow-on order allows our manufacturing facility to maintain its present rate of M137 production through August 2011, providing additional cost efficiencies throughout the supply chain."

ABOUT OPTEX SYSTEMS

Optex, which was founded in 1987, is a Richardson, Texas – based ISO 9001:2008 certified concern, which manufactures optical sighting systems and assemblies, primarily for Department of Defense (DOD) applications. Its products are installed on various types of U.S. military land vehicles, such as the Abrams and Bradley fighting vehicles, Light Armored and Armored Security Vehicles, and have been selected for installation on the Stryker family of vehicles. Optex also manufactures and delivers numerous periscope configurations, rifle and surveillance sights and night vision optical assemblies. Optex delivers its products both directly to the military services and to prime contractors. For additional information, please visit the Company's website at www.optexsys.com.

Safe Harbor Statement

This press release and other written reports and oral statements made from time to time by Optex Systems Holdings, Inc. (the "Company") may contain so-called "forward-looking statements," all of which are subject to risks and uncertainties. You can identify these forward-looking statements by their use of words such as "expects," "plans," "will," "estimates," "forecasts," "projects" and other words of similar meaning. You can identify them by the fact that they do not relate strictly to historical or current facts. These statements are likely to address the Company's growth strategy, financial results and product and development programs. You must carefully consider any such statement and should understand that many factors could cause actual results to differ from the Company's forward-looking statements. These factors include inaccurate assumptions and a broad variety of other risks and uncertainties, including some that are known and some that are not. No forward-looking statement can be guaranteed and actual future results may vary materially.

The Company does not assume the obligation to update any forward-looking statement. You should carefully evaluate such statements in light of factors described in the Company's filings with the SEC, especially on Forms 10-K, 10-Q and 8-K. In various filings the Company has identified important factors that could cause actual results to differ from expected or historic results. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider any such list to be a complete list of all potential risks or uncertainties.

Contact:

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