



Item 8.01

Other Events.

On June 8, 2006, the Company announced that on May 31, 2006, the Company entered into a Second Amendment (the "Second Amendment") to the Agreement and Plan of Merger by and among the Company, its wholly-owned subsidiary Sand Hill Merger Corp., a Delaware corporation and St. Bernard Software, Inc., a Delaware corporation ("St. Bernard"), dated October 26, 2005, as amended by that certain First Amendment to Merger agreement, dated December 15, 2005 (the "Merger Agreement"). The Company also announced that on June 2, 2006, the Company filed Amendment No. 3 to its previously filed Form S-4 registration statement with the Securities and Exchange Commission in connection with the Company's proposed merger with St. Bernard Software, Inc. A copy of the press release announcing the Second Amendment and the filing of the registration statement is attached hereto as Exhibit 99.1.

Item 9.01

Financial Statements and Exhibits

**Financial statements of businesses acquired.**

Not applicable.

(b)

**Pro forma financial information.**

Not applicable.

(c)

**Exhibits.**

The following exhibits are furnished in accordance with the provisions of Item 601 of Regulation S-K:

| <b><u>Exhibit<br/>Number</u></b> | <b><u>Description of Exhibit</u></b> |
|----------------------------------|--------------------------------------|
| 99.1                             | Press Release dated June 8, 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 hereunto duly authorized.

**SAND HILL IT SECURITY ACQUISITION CORP.**

Date: June 8, 2006

|        |                                |
|--------|--------------------------------|
| By:    | <u>/s/ Humphrey P. Polanen</u> |
| Name:  | Humphrey P. Polanen            |
| Title: | Chief Executive Officer        |