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SONICS & MATERIALS INC  
Form 15-12G  
October 21, 2002

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTION 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 0-20753

SONICS & MATERIALS, INC.  
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(Exact name of registrant as specified in its charter)

53 Church Hill Road, Newtown, CT 06470, (203) 270-4600  
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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$.03 per share  
Warrants to purchase Common Stock  
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(Title of each class of securities covered by this Form)

Not applicable  
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(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate, the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

|                      |                                     |                      |                                     |
|----------------------|-------------------------------------|----------------------|-------------------------------------|
| Rule 12g-4(a)(1)(i)  | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(i)  | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="checkbox"/>            | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/>            |
| Rule 12g-4(a)(2)(i)  | <input type="checkbox"/>            | Rule 12h-3(b)(2)(i)  | <input type="checkbox"/>            |
| Rule 12g-4(a)(2)(ii) | <input type="checkbox"/>            | Rule 12h-3(b)(2)(ii) | <input type="checkbox"/>            |
|                      |                                     | Rule 15d-6           | <input checked="" type="checkbox"/> |

Approximate number of holders of record as of the certification of notice date:  
100

Pursuant to the requirements of the Securities Exchange Act of 1934 Sonics & Materials, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: October 21, 2002  
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By: /s/ Robert S. Soloff  
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Robert S. Soloff  
President and Chief Executive Officer