
**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): 05/21/2008

INFORMATION ANALYSIS INC

(Exact name of registrant as specified in its charter)

Commission File Number: 000-22405

VA
(State or other jurisdiction of
incorporation)

54-1167364
(IRS Employer
Identification No.)

11240 Waples Mill Rd, Ste 201, Fairfax, VA 22030
(Address of principal executive offices, including zip code)

703-383-3000
(Registrant's telephone number, including area code)

(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 2.02. Results of Operations and Financial Condition

On May 21, 2008, Information Analysis Incorporated issued a press release reporting earnings and other financial results for its first quarter. A copy of this press release, captioned "Information Analysis, Inc. Reports First Quarter Results", is attached as Exhibit 99.1 to this Current Report on Form 8-K. The information in this Current Report on Form 8-K, including the exhibit, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

Press Release dated May 21, 2008, captioned:
"Information Analysis Inc. Reports First Quarter Results"

Signature(s)

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.

INFORMATION ANALYSIS
INCORPORATED

Date: May 22, 2008

By: /s/ Matthew Sands

Matthew Sands
Controller

Exhibit Index

Exhibit No.	Description
EX-99.1	Press Release dated May 21, 2008

Exhibit 99.1

For additional information contact:
Richard S. DeRose (703) 293-7901
For release:
May 21, 2008 at 9:00 a.m.

Information Analysis, Inc. Reports First Quarter Results

FAIRFAX, VIRGINIA – Information Analysis, Inc. (IAIC:OTCBB) today reported results for the first fiscal quarter ended March 31, 2008. Revenues were \$1,749,000, from the \$2,606,000 reported in 2007's first quarter. The Company reported a net loss of \$118,000, or \$(0.01) per share, compared to net income of \$95,000, or \$0.01 per share, in the first quarter 2007.

“The Company's revenue and profits were down in the first quarter in comparison to the first quarter of 2007,” Sandor Rosenberg, Chairman and Chief Executive Officer of IAI said. “Some of our contracts ended and our new tasks that we expected to work on in the first quarter have not started yet. In addition, we have been adding resources to our sales staff to increase our order pipeline, which we expect will improve during the latter part of the year.

“We are actively pursuing the conversion and system modernization business in addition to Adobe and Web applications. We are working with some new partners in pursuit of additional business opportunities.

“We continue to pursue merger and acquisition opportunities.”

About Information Analysis Incorporated

Information Analysis Incorporated (www.infoa.com), headquartered in Fairfax, Virginia, is an information technology services company. The Company is a web solution provider and software conversion specialist, modernizing legacy systems and extending their reach to the Internet world.

Additional information for investors

This release may contain forward-looking statements regarding the Company's business, customer prospects, or other factors that may affect future earnings or financial results. Such statements involve risks and uncertainties which could cause actual results to vary materially from those expressed in the forward-looking statements. Investors should read and understand the risk factors detailed in the Company's 10-KSB for the fiscal year ended December 31, 2007 and in other filings with the Securities and Exchange Commission.

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Information Analysis Incorporated Condensed Income Statements

<i>(in thousands, except per share data; unaudited)</i>	Three months ended March 31,	
	<u>2008</u>	<u>2007</u>
Sales:		
Professional fees	\$ 1,487	\$ 1,901
Software sales	<u>262</u>	<u>705</u>
Total revenue	<u>1,749</u>	<u>2,606</u>
Cost of goods sold and services provided:		
Cost of professional fees	1,122	1,458
Cost of software sales	<u>183</u>	<u>542</u>
Total cost of sales	<u>1,305</u>	<u>2,000</u>
Gross margin	444	606
Operating expenses:		
Selling general & administrative	<u>568</u>	<u>517</u>
Operating (loss) income	(124)	89
Other income	<u>6</u>	<u>6</u>
(Loss) income before income taxes	(118)	95
Provision for income taxes	--	--
Net (loss) income	\$ <u>(118)</u>	\$ <u>95</u>
Net (loss) income per share:		
Basic	\$ <u>(0.01)</u>	\$ <u>0.01</u>
Diluted	\$ <u>(0.01)</u>	\$ <u>0.01</u>
Shares used in calculating earnings per share:		
Basic	11,196,760	11,196,760
Diluted	11,196,760	11,421,394

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Information Analysis Incorporated Balance Sheets

<i>(in thousands)</i>	As of <u>March 31, 2008</u>	As of <u>December 31, 2007</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,245	\$ 1,223
Accounts receivable, net	1,441	1,560
Prepaid expenses	471	462
Other assets	4	4
Other receivables	<u>3</u>	<u>3</u>
Total current assets	3,164	3,252
Fixed assets, net	76	79
Other assets	<u>9</u>	<u>9</u>
Total assets	\$ <u>3,249</u>	\$ <u>3,340</u>
LIABILITIES & STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 556	\$ 721
Deferred revenue	614	394
Accrued payroll and related liabilities	235	258
Other accrued liabilities	39	45
Income taxes payable	<u>3</u>	<u>3</u>
Total liabilities	<u>1,447</u>	<u>1,421</u>
Common stock, par value \$0.01, 30,000,000 shares authorized; 12,839,376 shares issued, 11,196,760 outstanding	128	128
Additional paid in capital	14,547	14,546
Accumulated deficit	(11,943)	(11,825)
Less treasury stock; 1,642,616 shares at cost	<u>(930)</u>	<u>(930)</u>
Total stockholders' equity	<u>1,802</u>	<u>1,919</u>
Total liabilities and stockholders' equity	\$ <u>3,249</u>	\$ <u>3,340</u>