
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) May 29, 2006

Electro-Optical Sciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-51481

(Commission
File Number)

13-3986004

(IRS Employer
Identification No.)

**3 West Main Street, Suite 201,
Irvington, New York**

(Address of principal executive offices)

10533

(Zip Code)

Registrant's telephone number, including area code **(914) 591-3783**

(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 (see General Instructions A.2. below):

- 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 1.01 — Entry into a Material Definitive Agreement

Gulfo Salary and Bonus

The board of directors of the Registrant (the “Board”) has authorized an increase in the annual salary of Joseph V. Gulfo, M.D., the Registrant’s President and Chief Executive Officer, from \$175,000 per year to \$235,000 per year, and the payment of a bonus of \$50,000 to Dr. Gulfo. The salary increase became effective, and the bonus was paid, on May 31, 2006. Both the salary increase and the bonus were determined in accordance with Dr. Gulfo’s current employment agreement.

Butler Offer Letter

Christiano S. Butler has been appointed Vice President of Technical Support of the Registrant, effective as of May 29, 2006.

The Registrant has employed Mr. Butler in accordance with an employment offer letter (the “Offer Letter”) pursuant to which, among other things, Mr. Butler will be an “at-will” employee. Mr. Butler will be paid an annual base salary of \$140,000. In addition, Mr. Butler is also entitled to a grant, pursuant to the Registrant’s 2005 Stock Incentive Plan, of an option to purchase up to 40,000 shares of the Registrant’s Common Stock at an exercise price per share equal to the closing price of the Registrant’s Common Stock on the date of such grant. The option vests in part based on time and in part based on the attainment of certain milestones, as more specifically set forth in the Offer Letter. A copy of the Offer Letter is filed herewith as Exhibit 10.1.

Item 5.02 — Appointment of Vice President of Technical Support

- (c) Christiano S. Butler has been appointed Vice President of Technical Support of the Registrant, effective as of May 29, 2006. Mr. Butler’s responsibilities will include, among other things, initiating and supporting the Registrant’s clinical trial sites during the MelaFind pivotal study, which the Registrant looks forward to initiating later this year.

The Registrant has furnished a press release announcing the appointment of Mr. Butler as the Registrant’s new Vice President of Technical Support as Exhibit 99.1 to this Form 8-K. The information in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, or incorporated by reference in any filing under the Securities Act of 1933, as amended, 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

(b) Exhibits

Exhibit Number	Description
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10.1	Employment Offer Letter, dated May 30, 2006, between the Registrant and Christiano S. Butler
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99.1	Press Release of the Registrant dated June 2, 2006
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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.

Date: June 2, 2006

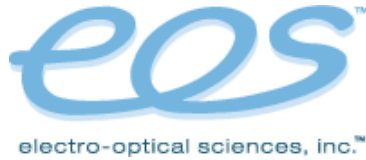
Electro-Optical Sciences, Inc.

By: /s/ Richard I. Steinhart

Vice President & Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
10.1	Employment Offer Letter, dated May 30, 2006, between the Registrant and Christiano S. Butler
99.1	Press Release of the Registrant dated June 2, 2006



May 30, 2006

Christiano Butler
200 Bardonia Road
Bardonia, NY 10954

Dear Chris:

It gives me great pleasure to offer you the position of Vice President of Technical Support, Electro-Optical Sciences, Inc. This is a critical post as EOS prepares for the roll-out of its final pivotal trial, and commercialization of MelaFind^â.

Reporting to the President & Chief Executive Officer, and working closely with the Software, Clinical Trials, and Marketing Departments, you will be responsible for the following: (1) deployment, set-up, and technical training of MelaFind^â systems at pivotal trial sites; (2) technical support to clinical trial sites; (3) clinical site and customer Corrective Action Preventive Action system implementation and management including initiation of root cause assessments; (4) interaction with MelaFind^â production staff (including ASKION), Marketing, and product design experts in the design and market research of the final commercial MelaFind^â systems; and (5) management of a technical support capability and field force for commercialization.

Compensation will consist of a yearly salary of \$140,000 paid semi-monthly (\$5,833.33) and a grant of options to acquire up to 40,000 shares of EOS common stock according to the company's Employee Incentive Stock Option Plan. The options are exercisable at a value equivalent to the end of day trading price of MELA stock on the date of issue and will vest according to the following schedule: (1) 10,000 options with vesting of 20% (2,000 options) yearly on the anniversary date of hire with the first grant of 2,000 options on the day of hire; (2) 15,000 options upon completion of the pivotal trial for MelaFind^â; (3) and 15,000 options upon PMA approval of MelaFind^â. Acceleration of option vesting will be triggered by the occurrence of an Acquisition Event (as defined in the Plan); provided, that any Acquisition Event that results in EOS' Board of Directors consisting of individuals who are the same as, or share affiliations with, the directors representing at least 51% of the Board of Directors prior to the Acquisition Event, shall not be considered an Acquisition Event for the purpose of this paragraph.

The position requires significant travel, particularly during the initial phase of pivotal trial roll-out. Thereafter, travel is not anticipated to exceed 50% per month, on average. Reasonable travel expenses and other business expenses will be reimbursed upon submission of receipts in accordance with EOS' business expense reimbursement policy. You will be provided a cellular phone with remote e-mail capability for EOS business use, exclusively.

One Bridge Street Suite 15 Irvington NY 10533 www.eo-sciences.com 800.729.8849 fax 914.591.3785

As a development stage company with no earnings, EOS is not in a position to offer a yearly cash bonus. However, at the discretion of the Compensation Committee and Board of Directors, cash bonuses may be awarded. You will be issued a corporate AMEX credit card, to be used for EOS business, and reasonable expenses charged to that card will be paid upon submission of appropriate receipts. As you know, employment in the state of New York is on an "at will basis," meaning either you or EOS may terminate your employment at any time with or without cause.

You will be eligible to participate in EOS's health insurance plan, which includes family medical, dental, and prescription drug coverage, as well as a non-contributory Simple IRA. You will be granted 4 weeks of paid personal time off (PTO).

The start date for full-time employment is May 29, 2006. The position is based full-time at EOS headquarters, presently at 3 West Main Street, Irvington, NY. Although occasional telecommuting is permitted with prior approval of the President & CEO, this position requires maximal time on premises or at clinical trial sites and customers.

This is an exciting time for EOS. The future of the company depends on our ability to efficiently execute and achieve the milestones that we have set. I believe that you can make a great contribution in helping to achieve our goals. Moreover, I feel that you will be able to work effectively with our fine staff, and enhance the professionalism of EOS.

Please sign below indicating your acceptance of the offer and mail it to me at my office.

Please call me if you have any questions — (914) 400-6724.

Sincerely,

/s/ Joseph V. Gulfo

Joseph V. Gulfo, MD, MBA
President & CEO

ACCEPTED AND AGREED:

/s/ Christiano Butler

Christiano Butler

Date: 5/30/2006

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(Cell) 914.400.6724; (Tel) 914.591.3783 x10; (Fax) 914.591.3785
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electro-optical sciences, inc.

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Electro-Optical Sciences Appoints
Christiano Butler as Vice President of Technical Support

IRVINGTON, New York — June 2, 2006 — Electro-Optical Sciences, Inc. (“EOS”) [NASDAQ: MELA], a medical device company focused on designing and developing a non-invasive, point-of-care instrument to assist in the early diagnosis of melanoma, today announced that it has appointed Christiano S. Butler Vice President of Technical Support.

Mr. Butler brings more than 20 years of experience in the medical device industry in areas of product support and operations management engineering. He joins EOS from Bayer HealthCare where he most recently served as Manager for Global Service and Support. In this capacity, Mr. Butler managed product development, launch, and support of new product releases worldwide. In addition, he managed the launch of Bayer HealthCare’s first diagnostic integrated modular platform, a blood analyzer that for the first time combines chemistry and immunoassay capabilities in a single unit. He also developed and implemented comprehensive product support plans including the establishment of product development requirements, launch and support strategies, customer and service documentation and training, service cost predictions and reliability management.

“We are delighted to have Chris join our team in this newly-created position. Chris’ immediate focus will be on initiating and supporting our clinical trial sites during the MelaFind[®] pivotal study, which we look forward to initiating later this year. At such time as Food and Drug Administration approval of MelaFind[®] is received, he will focus on managing the company’s technical support organization,” said Joseph V. Gulfo, MD, MBA, President and CEO of EOS.

About Electro-Optical Sciences

EOS is a medical device company focused on designing and developing a non-invasive, point-of-care instrument to assist in the early diagnosis of melanoma.

MelaFind[®], EOS's flagship product, features a hand-held imaging device that emits multiple wavelengths of light to capture images of suspicious pigmented skin lesions and extract data. The data are then analyzed against EOS's proprietary database of melanomas and benign lesions using sophisticated algorithms in order to provide information to the physician and produce a recommendation of whether the lesion should be biopsied.

Melanoma is the deadliest of skin cancers, responsible for approximately 80% of all skin cancer deaths. Unless melanoma is detected early and excised with proper margins, the patient survival rate is poor, as there is currently no cure for advanced stage melanoma.

For more information on EOS, visit www.eosciences.com.

Safe Harbor

This press release includes "forward-looking statements" within the meaning of the Securities Litigation Reform Act of 1995. These statements include but are not limited to our plans, objectives, expectations and intentions and other statements that contain words such as "expects," "contemplates," "anticipates," "plans," "intends," "believes" and variations of such words or similar expressions that predict or indicate future events or trends, or that do not relate to historical matters. These statements are based on our current beliefs or expectations and are inherently subject to significant uncertainties and changes in circumstances, many of which are beyond our control. There can be no assurance that our beliefs or expectations will be achieved. Actual results may differ materially from our beliefs or expectations due to economic, business, competitive, market and regulatory factors.

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