

**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 25, 2012

FALCONSTOR SOFTWARE, INC.

(Exact Name of Registrant as Specified in its Charter)

| | | |
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| <u>Delaware</u> (State or Other Jurisdiction of Incorporation) | <u>000-23970</u> (Commission File Number) | <u>77-0216135</u> (IRS Employer Identification No.) |
| <u>2 Huntington Quadrangle, Melville, New York</u> (Address of Principal Executive Offices) | | <u>11747</u> (Zip Code) |

Registrant's telephone number, including area code 631-777-5188

N/A

(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 Instruction 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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective May 25, 2012, Bryan Urquhart resigned from his positions as Vice President, Treasurer and Chief Financial Officer of FalconStor Software, Inc. (the “Company”).

On May 25, 2012, Louis Petrucelly was appointed Acting Chief Financial Officer, Vice President of Finance, and Treasurer. Mr. Petrucelly, age 37, has served as the Company’s Director of Finance since March, 2008, and was the Company’s Director of Financial Reporting from March 2007 to March 2008. Prior to joining the Company, Mr. Petrucelly was Corporate Controller for Granite Broadcasting Corporation. Mr. Petrucelly was previously employed by PASSUR Aerospace and Ernst & Young, LLP. Mr. Petrucelly received his Bachelor of Science degree in Accounting from the C.W. Post campus of Long Island University.

On May 25, 2012, the Company issued a press release announcing Mr. Urquhart’s resignation, the appointment of Mr. Petrucelly as Acting Chief Financial Officer and Treasurer, and the promotion of Mr. Petrucelly to Vice President of Finance. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press release of the Company dated May 25, 2012. |

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: May 25, 2012

FALCONSTOR SOFTWARE, INC.

By: /s/ Louis J. Petrucelly
Name: Louis J. Petrucelly
Title: Acting Chief Financial Officer,
Vice President of Finance and
Treasurer

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press release of the Company dated May 25, 2012. |



Contact: Joanne Ferrara, Investor Relations
631-773-5813
joanne.ferrara@falconstor.com

FalconStor Announces Executive Change

MELVILLE, N.Y., May 25, 2012—FalconStor Software, Inc. (NASDAQ: FALC), a leader in disk-based data protection solutions, today announced that effective May 25, 2012, Bryan Urquhart resigned from his position as Vice President, Treasurer and Chief Financial Officer of FalconStor.

Louis Petrucelly was promoted to Vice President of Finance, and appointed Treasurer and Acting Chief Financial Officer. Mr. Petrucelly has been with FalconStor for over five years and has served as the company's Director of Finance since March 2008.

“We wish Bryan all the best for the continuation of his career and thank him for his contribution and services to FalconStor.” said Jim McNeil, president and CEO of FalconStor. “We are also happy to continue to develop our own talent and to promote Louis Petrucelly to Vice President of Finance. Lou has been a valuable contributor to the company, and an instrumental member of the FalconStor finance team. We look forward to his continued contribution towards our success.”

About FalconStor

FalconStor Software, Inc. (NASDAQ: FALC) is a market leader in disk-based data protection. The company's mission is to transform traditional backup and disaster recovery (DR) into next-generation service-oriented data protection. Built upon an award-winning platform, FalconStor solutions deliver [disk-based backup](#), [continuous data protection](#), [WAN-optimized replication](#) and [DR automation](#). FalconStor solutions are available through a worldwide network of partners, including solution providers, top-tier strategic partners and major OEMs. Thousands of customers worldwide, from small businesses to Fortune 100 enterprises, entrust their data to FalconStor solutions. FalconStor maintains headquarters in Melville, N.Y., and offices throughout Europe and the Asia Pacific region. For more information, visit www.falconstor.com or call 1-866-NOW-FALC (866-669-3252).

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This press release includes forward-looking statements that involve risk and uncertainties that could cause actual results to differ materially from the forward-looking statements. These risks and uncertainties include: delays in product development; market acceptance of FalconStor's products and services; technological change in the data protection industry; competition in the data protection market; results and costs associated with governmental investigations;

intellectual property issues; and other risk factors discussed in FalconStor's reports on Forms 10-K, 10-Q and other reports filed with the Securities and Exchange Commission.

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