

KFX INC
Form 8-K
May 26, 2006

**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 26, 2006**

KFX INC.
(Exact name of Registrant as specified in
its charter)

Delaware
(State or other
jurisdiction of
incorporation or
organization)

001-14176
Commission File Number

84-1079971
IRS Employer
Identification
Number

55 Madison Street, Suite 500
Denver, Colorado
(Address of principal executive offices)

80206
(Zip Code)

(303) 293-2992
(Registrant's telephone number, including area code)

not applicable
(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)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Section 9. Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

**Exhibit
Number**

Exhibit Title or Description

5.1

Opinion of Berenbaum, Weinshienk & Eason, P.C. as to the
legality of the shares.

23.1

Consent of Berenbaum, Weinshienk & Eason, P.C. (included in
Exhibit 5.1)

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.

KFx Inc.

Date: May 26, 2006

By:

/s/ Diana L. Kubik

Diana L. Kubik

Vice President and Chief Financial
Officer

KF_x INC.
EXHIBIT INDEX

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