AROTECH CORP Form SC 13G October 10, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Arotech Corporation (Name of Issuer)

Common Stock, \$0.01 par value (Title of Class of Securities)

042682203

(CUSIP Number)

September 29, 2006 (Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [] Rule 13d-1(b)
- [X] Rule 13d-1(c)
- [] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 19 Pages

CUSIP No. 0	42682203		13G	Page 2 of 19 Pag	es
(1)		F REPORTING PERSON		ONS	
	Smithfi	eld Fiduciary LLC			
(2)	CHECK T	HE APPROPRIATE BO	X IF A MEMBER OF	F A GROUP ** (a) [X] (b) []	
(3)	SEC USE	ONLY			
(4)	CITIZEN	SHIP OR PLACE OF (ORGANIZATION		
	Cayman	Islands, British N	West Indies		
NUMBER OF	(5)	SOLE VOTING POWER	R		
BENEFICIALL OWNED BY	Y (6)	SHARED VOTING POUR 1,042,819 shares		ζ	_
EACH REPORTING	(7)	SOLE DISPOSITIVE 0	POWER		
PERSON WITH	(8)	SHARED DISPOSITIVE 1,042,819 shares		ς	
(9)	BY EACH	TE AMOUNT BENEFIC: REPORTING PERSON 19 shares of Commo			
(10)		OX IF THE AGGREGA:]]
(11)		OF CLASS REPRESEI	NTED		
(12)	TYPE OF	REPORTING PERSON	**		
		** SEE INSTRUCT	IONS BEFORE FILI	LING OUT!	

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 042682203 13G Page 3 of 19 Pages

(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

	Hig	hbri	dge Int	ernatio	nal :	LLC								
(2)	CHE	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X] (b) []												
(3)	SEC	USE	ONLY											
(4)	CIT	IZEN	ISHIP OR	PLACE	OF O	RGANIZ	ATION							
	Cay	Cayman Islands, British West Indies												
NUMBER OF		(5)	SOLE V	OTING E	OWER									
BENEFICIALLY OWNED BY	ď	(6)		VOTINO 819 sha			mon St	ock						
EACH REPORTING		(7)	SOLE D	ISPOSIT	CIVE 1	POWER								
PERSON WITH		(8)		DISPOS 819 sha				ock						
(9)	ВУ	EACH	ATE AMOU I REPORT 319 shar	ING PEF	RSON							. — — —		
(10)			30X IF T											[]
(11)		AMOU	OF CLA		RESEN									
(12)	TYP OO	E OF	REPORT	ING PER	RSON	* *								
			** SE	E INSTF	RUCTI	ONS BE	FORE F	ILLIN	G OUT	!				
CUSIP No. 04	1268	2203	3			13G				Page	4 c	of 1	9 Pa	ages
(1)			F REPOR				OVE PE	RSONS						
	Hig	hbri	dge Cap	ital Co	rpor	ation								
(2)	CHE	CK I	HE APPR	OPRIATE	BOX	IF A	 MEMBER	OF A	GROU		(a)	[X]	

			(a)	[]						
(3)	SEC US	E ONLY								
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION									
	Cayman	Cayman Islands, British West Indies								
NUMBER OF	(5)	SOLE VOTING POWER								
SHARES										
BENEFICIALL	Y (6)	SHARED VOTING POWER 1,042,819 shares of Common Stock								
OWNED BY										
EACH	(7)	SOLE DISPOSITIVE POWER 0								
REPORTING										
PERSON WITH	(8)	SHARED DISPOSITIVE POWER 1,042,819 shares of Common Stock								
(9)	BY EAC	ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON 819 shares of Common Stock								
(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES **								
(11)		T OF CLASS REPRESENTED UNT IN ROW (9)								
(12)	TYPE O	F REPORTING PERSON **								
		** SEE INSTRUCTIONS BEFORE FILLING OUT!								
CUSIP No. 0	4268220	3 13G Pag	ge 5 c	of 19	Pages					
(1)	_	OF REPORTING PERSONS IDENTIFICATION NO. OF ABOVE PERSONS		. — — — -						
	Highbr	idge Capital L.P.								
(2)	CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	[X]						
(3)	SEC US	E ONLY								
(4)	CITIZE	NSHIP OR PLACE OF ORGANIZATION								

NUMBER OF		(5)	SOLE VOTIN	C DUMED				
SHARES		(3)	0	J FOWER				
	. V	(6)	SHARED VOT	TNG POW	ER			
	1 1	(0)	1,042,819			Stock		
OWNED BY								
EACH		(7)	SOLE DISPO	SITIVE E	POWER			
REPORTING								
PERSON WITH	I 	(8)	SHARED DIS			Stock		
(9)			TE AMOUNT BI		ALLY OWNED			
			19 shares of		n Stock			
(10)			OX IF THE A			**		[]
(11)		IUOMA	OF CLASS RI		ΓED			
(12)	TYP PN	E OF	REPORTING	PERSON	 * *			
			** SEE IN:	STRUCTIO	ONS BEFORE	FILLING (TUC!	
CUSIP No. 0	14268	2203			13G		Page 6	of 19 Pages
(1)			F REPORTING			PERSONS		
	Hig	hbri	dge Master :	L.P.				
(2)	CHE	CK TI	HE APPROPRI				ROUP ** (a)	
(3)	SEC	USE	ONLY					
(4)	CIT	 IZENS	 SHIP OR PLA	CE OF OF	 RGANIZATIO	 N		
	Cay	man :	Islands. Br	itish We	est Indies			
	_		,					
NUMBER OF		(5)		G POWER				

BENEFICIALI	LY	(6)			NG POWE		mon Sto	ck				
OWNED BY												
EACH		(7)	SOLE 0	DISPOS	SITIVE P	OWER						
REPORTING												
PERSON WITH	I	(8)			OSITIVE shares o			ck				
(9)	BY	EACH	REPO	RTING P	ENEFICIA PERSON Common							
(10)	IN	ROW	(9) E	EXCLUDES	GREGATE	N SHAI	RES **					[]
(11)	PEF	RCENT AMOU	OF C		EPRESENT							
(12)	TYF PN	'E OF	REPC	RTING P	PERSON *	*						
			* *	SEE INS	STRUCTIO	NS BEI	FORE FI	TILING OC	, .			
CUSIP No. 0			3			13G	FORE FI			7 o	f 19	Pages
	NAM I.F	 MES O R.S.	B B B B B B B B B B B B B B B B B B B	 ORTING TIFICATI	PERSONS	13G 				7 0	f 19	Pages
(1)	NAM I.F Hiç	 MES O R.S. ghbri	S OF REF IDENT	PORTING FIFICATI	PERSONS	13G OF ABO	 DVE PER		Page	 (a)	[X]	Pages
(1)	NAM I.F Hic	MES O R.S. ghbri ECK T	OF REFIDENT	PORTING PIFICATI GP, Ltd.	PERSONS	13G OF ABO	 DVE PER	SONS	Page	 (a)		Pages
(1)	NAM I.F Hig CHE	MES OR.S. The state of the sta	dge G	PORTING FIFICATI FP, Ltd.	PERSONS	13G OF ABO IF A N	OVE PER	SONS	Page	 (a)	[X]	Pages
(1)	NAM I.F Hic	MES OR.S. Jhbri CK T USE USE	dge G	PORTING PIFICATI PROPRIA OR PLAC	PERSONS CON NO.	13G OF ABO IF A N GANIZA	DVE PER MEMBER ATION	SONS OF A GRO	Page	(a) (b)	[X] []	Pages
(1)	NAM I.F Hic CHE SEC CIT	MES OR.S. Jhbri ECK T USE TIZEN yman	OF REFIDENT dge G THE AF CONLY SHIP	ORTING CIFICATI CPROPRIA OR PLAC	PERSONS ON NO. ATE BOX CE OF OR	13G OF ABO IF A N GANIZA	DVE PER MEMBER ATION	SONS	Page	(a) (b)	[X] []	Pages
(1) (2) (3) (4) NUMBER OF	NAM I.F Hic	MES OR.S. Jhbri ECK T USE TIZEN man (5)	OF REFIDENT dge G THE AF ONLY ISHIP SOLE O SHAF	ORTING FIFICATI FIFICATI OR PLACE OR PLACE OR VOTING	PERSONS ON NO. ATE BOX CE OF OR tish We	13G OF ABO IF A N GANIZA St Inc.	OVE PER MEMBER ATION dies	SONS OF A GRO	Page	(a) (b)	[X] []	Pages

REPORTING					
PERSON WITH		SHARED DISPOSITIVE POWER 1,042,819 shares of Common Stock			
(9)	BY EACH	TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON Signal State of Common Stock			
(10)		OOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES **			[]
		OF CLASS REPRESENTED INT IN ROW (9)			
	TYPE OF	'REPORTING PERSON **			
		** SEE INSTRUCTIONS BEFORE FILLING OUT!			
CUSIP No. 04	12682203	3 13G Pa	ge 8	of 1	9 Pages
(1)		OF REPORTING PERSONS IDENTIFICATION NO. OF ABOVE PERSONS			
	Highbri	dge GP, LLC			
(2)	CHECK T	THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	[X	
(3)	SEC USE	ONLY			
(4)	CITIZEN	ISHIP OR PLACE OF ORGANIZATION			
	State o	of Delaware			
NUMBER OF	(5)	SOLE VOTING POWER			
SHARES		0			
BENEFICIALLY	(6)	SHARED VOTING POWER			
OWNED BY		1,042,819 shares of Common Stock			
EACH	(7)	SOLE DISPOSITIVE POWER			
REPORTING					
PERSON WITH	(8)	SHARED DISPOSITIVE POWER 1,042,819 shares of Common Stock			

(9)	BY	EACH	TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON 19 shares of Common Stock			
(10)			OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES **			[]
(11)		AMOU	OF CLASS REPRESENTED NT IN ROW (9)			
(12)	TYP OO	E OF	REPORTING PERSON **			
			** SEE INSTRUCTIONS BEFORE FILLING OUT!			
CUSIP No. 0	4268	2203	13G F	age 9	of	19 Pages
(1)			F REPORTING PERSONS IDENTIFICATION NO. OF ABOVE PERSONS			
	Hig	hbri	dge Capital Management, LLC		20-	1901985
(2)	CHE	CK T	HE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [
(3)	SEC	USE	ONLY			
(4)	CIT	IZEN	SHIP OR PLACE OF ORGANIZATION			
	Sta	te o	f Delaware			
NUMBER OF SHARES		(5)	SOLE VOTING POWER 0			
BENEFICIALL OWNED BY	Υ	(6)	SHARED VOTING POWER 1,042,819 shares of Common Stock			
EACH REPORTING		(7)	SOLE DISPOSITIVE POWER 0			
		(8)	SHARED DISPOSITIVE POWER 1,042,819 shares of Common Stock			
(9)	BY	EACH	TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON 19 shares of Common Stock			
(10)			 OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES **			

						[]
(11)		MOUI	OF CLASS REPRESENTED NT IN ROW (9)			
(12)			REPORTING PERSON ** mited Liability Company			
			** SEE INSTRUCTIONS BEFORE FILLING OUT	!		
CUSIP No. 0	42682	203	13G	Page 10	of 19	Pages
(1)		-	F REPORTING PERSONS IDENTIFICATION NO. OF ABOVE PERSONS			
	Glen	n D	ubin			
(2)	CHEC	 K T	HE APPROPRIATE BOX IF A MEMBER OF A GROU		[X]	
(3)	SEC	USE	ONLY			
(4)	CITI	ZEN:	SHIP OR PLACE OF ORGANIZATION			
	Unit	ed :	States			
NUMBER OF	(5)	SOLE VOTING POWER 0			
BENEFICIALL	Υ (6)	SHARED VOTING POWER 1,042,819 shares of Common Stock			
EACH	(7)	SOLE DISPOSITIVE POWER 0			
REPORTING PERSON WITH	(8)	SHARED DISPOSITIVE POWER 1,042,819 shares of Common Stock			
(9)	BY E	ACH	TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON 19 shares of Common Stock			
(10)	CHEC	K B	OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES **			[]
(11)		MOUI	OF CLASS REPRESENTED NT IN ROW (9)			
(12)	TYPE	OF	REPORTING PERSON **			

IN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 0	426822	203		13G		Page 11	of 19 Pa	.ges			
(1)		S OF REPORT		ERSONS							
	Henry	Henry Swieca									
(2)	CHEC	THE APPRO	PRIATE BOX	X IF A MEMBE	R OF A GRO	(a)	[X] []				
(3)	SEC U	JSE ONLY									
(4)	CITIZ	ZENSHIP OR	PLACE OF C	ORGANIZATION							
	Unite	ed States									
NUMBER OF	([5) SOLE VO	TING POWER	₹							
BENEFICIALL	Y (6	•		WER of Common S	tock						
EACH REPORTING	(7	7) SOLE DI 0	SPOSITIVE	POWER							
PERSON WITH	3)	•		/E POWER of Common S	tock						
(9)	BY EA	EGATE AMOUN ACH REPORTI 2,819 share	NG PERSON	ALLY OWNED							
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **										
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.85%										
(12)	TYPE IN	OF REPORTI	NG PERSON	**							

^{**} SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 042682203

13G

Page 12 of 19 Pages

This report on Schedule 13G (this "Schedule 13G") relates to the 1,042,819 shares (the "Owned Shares") of common stock, \$0.01 par value (the "Common Stock") of Arotech Corporation (the "Company") beneficially owned by Smithfield Fiduciary LLC ("Smithfield Fiduciary") as of October 10, 2006. In addition to the Owned Shares, Smithfield Fiduciary beneficially owns Senior Secured Convertible Notes, due 2008 and warrants to purchase Common Stock of the Company. However, pursuant to the terms of the relevant instruments, Smithfield Fiduciary cannot convert or exercise any of these convertible notes or warrants until such time as Smithfield Fiduciary would not beneficially own after any such conversion or exercise more than 4.99% of the outstanding Common Stock.

Item 1.

(a) Name of Issuer

Arotech Corporation

(b) Address of Issuer's Principal Executive Offices

1229 Oak Valley Drive Ann Arbor, Michigan 48108

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office

Item 2(c). Citizenship

Smithfield Fiduciary LLC c/o Harmonic Fund Services The Cayman Corporate Center, 4th Floor 27 Hospital Road George Town, Grand Cayman Cayman Islands, British West Indies Citizenship: Cayman Islands, British West Indies

Highbridge International LLC c/o Harmonic Fund Services The Cayman Corporate Centre, 4th Floor 27 Hospital Road Grand Cayman, Cayman Islands, British West Indies Citizenship: Cayman Islands, British West Indies

Highbridge Capital Corporation c/o Harmonic Fund Services The Cayman Corporate Centre, 4th Floor 27 Hospital Road Grand Cayman, Cayman Islands, British West Indies Citizenship: Cayman Islands, British West Indies

Highbridge Capital L.P. c/o Highbridge Capital Management, LLC 9 West 57th Street, 27th Floor New York, New York 10019 Citizenship: State of Delaware CUSIP No. 042682203

13G

Page 13 of 19 Pages

Highbridge Master L.P.
c/o Harmonic Fund Services
The Cayman Corporate Centre, 4th Floor
27 Hospital Road
Grand Cayman, Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

Highbridge GP, Ltd. c/o Harmonic Fund Services The Cayman Corporate Centre, 4th Floor 27 Hospital Road Grand Cayman, Cayman Islands, British West Indies Citizenship: Cayman Islands, British West Indies

Highbridge GP, LLC c/o Highbridge Capital Management, LLC 9 West 57th Street, 27th Floor New York, New York 10019 Citizenship: State of Delaware

Highbridge Capital Management, LLC IRS#: 20-1901985 9 West 57th Street, 27th Floor New York, New York 10019 Citizenship: State of Delaware

Glenn Dubin c/o Highbridge Capital Management, LLC 9 West 57th Street, 27th Floor New York, New York 10019 Citizenship: United States

Henry Swieca c/o Highbridge Capital Management, LLC 9 West 57th Street, 27th Floor New York, New York 10019 Citizenship: United States

Item 2(d) Title of Class of Securities

Common Stock, par value \$0.01 per share

Item 2(e) CUSIP Number

042682203

- Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
- (a) [] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) [] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) [] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) [] Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

CUSIP No. 042682203

13G

Page 14 of 19 Pages

- (e) [] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) [] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) [] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) [] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. [X]

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of the date of this filing, each of Smithfield LLC, Highbridge International LLC, Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd., Highbridge GP, LLC, Highbridge Capital Management, LLC, Glenn Dubin and Harry Swieca (collectively, the "Reporting Persons") may be deemed the beneficial owner of the 1,042,819 shares of Common Stock owned by Smithfield Fiduciary LLC.

Smithfield Fiduciary LLC is a wholly-owned subsidiary of Highbridge International LLC. Highbridge International LLC is a subsidiary of Highbridge Master L.P. Highbridge Capital Corporation and Highbridge Capital L.P. are limited partners of Highbridge Master L.P. Highbridge GP, Ltd. is the General Partner of Highbridge Master L.P. Highbridge GP, LLC is the General Partner of Highbridge Capital L.P. Highbridge Capital Management, LLC is the trading manager of Smithfield Fiduciary LLC, Highbridge International LLC, Highbridge Capital Corporation, Highbridge Capital L.P. and Highbridge Master L.P. Glenn Dubin is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. Henry Swieca is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of Common Stock owned by another Reporting Person. In addition, each of Highbridge Capital Management, LLC, Highbridge GP, Ltd., Highbridge GP, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of Common Stock owned by Smithfield Fiduciary LLC and Highbridge International LLC.

(b) Percent of class:

Based upon the Issuer's Current Report on Form 8-K filed on September 29, 2006, the Company had 10,585,346 shares of Common Stock outstanding as of September 29, 2006. Therefore, based on the Company's outstanding Common Stock, each of the Reporting Persons may be deemed to beneficially own 9.85% of the outstanding Common Stock of the Company. The

CUSIP No. 042682203

13G

Page 15 of 19 Pages

foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of Common Stock owned by another Reporting Person.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote

0

- (ii) Shared power to vote or to direct the vote
 - See Item 4(a)
- (iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct
 the disposition of

See Item 4(a)

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

CUSIP No. 042682203 13G Page 16 of 19 Pages

Exhibit I: Joint Filing Agreement, dated as of October 10, 2006, by and among Smithfield Fiduciary LLC, Highbridge International LLC, Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge Master L.P., Highbridge GP, Ltd., Highbridge GP, LLC, Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca.

CUSIP No. 042682203

13G

Page 17 of 19 Pages

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: October 10, 2006

SMITHFIELD FIDUCIARY LLC

HIGHBRIDGE INTERNATIONAL LLC

By: Highbridge Capital Management, LLC By: Highbridge Capital Management, LLC

Its Trading Manager

Its Trading Manager

By: /s/ Carolyn Rubin

By: /s/ Carolyn Rubin _____ _____

Name: Carolyn Rubin Title: Managing Director Name: Carolyn Rubin Title: Managing Director

HIGHBRIDGE CAPITAL CORPORATION HIGHBRIDGE CAPITAL L.P.

By: Highbridge Capital Management, LLC By: Highbridge GP, LLC Its Trading Manager

its General Partner

By: /s/ Carolyn Rubin

Name: Carolyn Rubin

Title: Managing Director By: /s/ Clive Harris

Name: Clive Harris Title: Director

HIGHBRIDGE MASTER L.P. HIGHBRIDGE GP, LTD.

By: Highbridge GP, Ltd. its General Partner

By: /s/ Clive Harris

Name: Clive Harris Title: Director

By: /s/ Clive Harris

Name: Clive Harris Title: Director

HIGHBRIDGE GP, LLC HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ Clive Harris

Name: Clive Harris
Title: Director By: /s/ Carolyn Rubin

Name: Carolyn Rubin Title: Managing Director

CUSIP No. 042682203 13G Page 18 of 19 Pages

/s/ Glenn Dubin /s/ Henry Swieca

GLENN DUBIN HENRY SWIECA

CUSIP No. 042682203 13G Page 19 of 19 Pages

EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, \$0.01 par value, of Arotech Corporation, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act

of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of October 10, 2006

SMITHFIELD FIDUCIARY LLC

HIGHBRIDGE INTERNATIONAL LLC

By: Highbridge Capital Management, LLC By: Highbridge Capital Management, LLC

Its Trading Manager

Its Trading Manager

By: /s/ Carolyn Rubin

By: /s/ Carolyn Rubin

Name: Carolyn Rubin

Name: Carolyn Rubin

Title: Managing Director

Title: Managing Director

HIGHBRIDGE CAPITAL CORPORATION

HIGHBRIDGE CAPITAL L.P.

Its Trading Manager

By: Highbridge Capital Management, LLC By: Highbridge GP, LLC its General Partner

By: /s/ Carolyn Rubin _____

Name: Carolyn Rubin

Title: Managing Director

By: /s/ Clive Harris

Name: Clive Harris Title: Director

HIGHBRIDGE MASTER L.P.

HIGHBRIDGE GP, LTD.

By: Highbridge GP, Ltd. its General Partner

By: /s/ Clive Harris

Name: Clive Harris Title: Director

By: /s/ Clive Harris

Name: Clive Harris Title: Director

HIGHBRIDGE GP, LLC

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ Clive Harris

Name: Clive Harris

Title: Director

By: /s/ Carolyn Rubin

Name: Carolyn Rubin Title: Managing Director

/s/ Glenn Dubin

/s/ Henry Swieca

GLENN DUBIN HENRY SWIECA