

**\*\*\*\*\* IMPORTANT \*\*\*\*\***

Please note the information on the Submission Data File page of this proof MUST match the information on the cover page of your filing. The SEC accepts or suspends filings based upon the information in the Submission Data File.

Please carefully check all values, as well as the content of the attached EDGAR proof!

**PLEASE RETURN THIS PAGE VIA FAX OR EMAIL WHEN YOU ARE READY TO FILE!**

**REGISTRANT TRANSMISSION AUTHORIZATION**

- I have reviewed the Submission Data File page and attached EDGAR proof and find it to be correct and complete;  
**AND**  
I authorize you to transmit this filing to the SEC.

Submission Type: **8-K**

Company Name: **Ambient Corporation**

Job #: **57308**

Proof Date / Time: **4/3/2008 5:11 PM ET**

Authorized Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_

Time: \_\_\_\_\_

**Date and time you want  
your filing submitted:**

- Immediately
- Before Market Close (Specify Time (ET)) \_\_\_\_\_
- After Market Close but before 5:30PM ET \_\_\_\_\_
- Specific Date & Time (ET): \_\_\_\_\_

**Additional Instructions:**

Submission Data File

| Submission Information              |                          |
|-------------------------------------|--------------------------|
| Field Name                          | Data                     |
| Form Type*                          | 8-K                      |
| Filer CIK*                          | 0001047919               |
| Filer CCC*                          | \$rsubj5ys               |
| <b>Filer File Number*</b>           |                          |
| Item ID*                            | 1.01                     |
| Period of Report*                   | 04-01 -2008              |
| <b>Subject-Company Filer Name*</b>  |                          |
| <b>Subject-Company CIK*</b>         |                          |
| <b>Subject-Company IRS Number*</b>  |                          |
| <b>Subject-Company File Number*</b> |                          |
| <b>Fiscal Year*</b>                 |                          |
| <b>Depositor CIK*</b>               |                          |
| <b>Depositor File Number*</b>       |                          |
| Return Copy                         | on                       |
| Confirming Copy                     | off                      |
| Contact Name                        | The Edgar Service Bureau |
| Contact Number                      | 9194814000               |
| SROS                                | NASD                     |
| <b>Item Submission Type</b>         |                          |
| <b>Group Name</b>                   |                          |
| Notify via Website only             | off                      |
| (End Submission Information)        |                          |

| Documents               |                             |
|-------------------------|-----------------------------|
| Field Name              | Data                        |
| Enclosed Document Count | 1                           |
| Document Name           | ambient8k.htm               |
| Document Type*          | 8-K                         |
| Document Description    | Period Ending April 1, 2008 |
| (End Documents)         |                             |

| Notifications           |      |
|-------------------------|------|
| Field Name              | Data |
| Notify via Website only | off  |
| <b>Email Address</b>    |      |
| (End Notifications)     |      |

| Module/Segment References                           |      |
|---|------|
| Field Name  | Data |
| <b>Module/Segment Reference Module/Segment Flag</b> |      |
| <b>Module/Segment Reference Nickname</b>            |      |
| <b>Module/Segment Reference Document Type</b>       |      |
| <b>Module/Segment Reference CCC</b>                 |      |
| <b>Module/Segment Reference CIK</b>                 |      |
| (End Module/Segment References)                     |      |

| Coregistrants                   |      |
|---------------------------------|------|
| Field Name                      | Data |
| <b>Coregistrant File Number</b> |      |
| <b>Coregistrant CCC</b>         |      |
| <b>Coregistrant CIK</b>         |      |
| (End Coregistrants)             |      |

---

---

**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): April 1, 2008**

---

**AMBIENT CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-23723**  
(Commission  
File Number)

**98-0166007**  
(I.R.S. Employer  
Identification No.)

**79 CHAPEL STREET, NEWTON, MASSACHUSETTS, 02458**

(Address of Principal Executive Office) (Zip Code)

**617- 332-0004**

(Registrant 's telephone number, including area code)

**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:

- 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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On April 1, 2008, Ambient Corporation ("Ambient " or the "Company") and Duke Energy ("Duke"), one of the largest electric power companies in the United States, entered into a Commercial Deployment Agreement (the "Agreement") pursuant to which Ambient Smart Grid equipment and technology will be deployed over portions of Duke's electric power distribution grid.

Under the terms of the Agreement, Duke will be purchasing from the Company Smart Grid equipment and services valued at approximately \$10.7MM. The Company and Duke will both exert commercially reasonable efforts including, without limitation, the dedication of appropriate staff, facilities and equipment as well as access to facilities and sites to carry out the Deployment. In addition to the equipment to be supplied by Ambient, the Company will be providing engineering and technical support as needed to design, support and assist in the completion of the Deployment.

Subject to the terms of the succeeding sentence, the Agreement continues in full force and effect through the earlier of (i) the completion of the deployment or (ii) the first anniversary of its execution. Duke is entitled, upon written notice to the Company, to terminate the Agreement and/or the purchase order for its convenience, *provided, however, that* in the event of such termination, Duke is to reimburse the Company for all amounts owing thereto on account of equipment purchased by the Company for the deployment, services rendered by it in connection therewith and any and all other amounts that may be owing to the Company at the time of termination.

---

**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.

***AMBIENT CORPORATION***

By: /s/ John Joyce  
John Joyce  
Chief Executive Officer

Date: April 3, 2008