SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1

to

Form 8-K

Current Report

Filed pursuant to Section 12, 13 or 15(d) of the
Securities Exchange Act of 1934

HATHAWAY CORPORATION

(Exact name of registrant as specified in Charter)

The undersigned registrant hereby amends the following items, financial statements, exhibits or other portions of its current report on Form 8-K dated October 10, 1996 as set forth in the pages attached hereto:

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

a. Financial Statements of Businesses Acquired

Tate Integrated Systems
- -- Report of Independent Public Accountants
- -- Combined Balance Sheet as of May 31, 1996
- -- Combined Statement of Operations for the year ended May 31, 1996
- -- Combined Statement of Changes in Stockholders' Deficit for the year ended May 31, 1996
- -- Combined Statement of Cash Flows for the year ended May 31, 1996
- -- Notes to Combined Financial Statements

b. Pro Forma Financial Information

Hathaway Corporation
- -- Pro Forma Condensed Combined Statement of Operations for the year ended June 30, 1996
- -- Pro Forma Condensed Combined Balance Sheet as of June 30, 1996
- -- Notes to Pro Forma Condensed Combined Financial Statements

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

HATHAWAY CORPORATION
(Registrant)

Date: December 20, 1996

By: /s/ Richard D. Smith
Executive Vice President, Treasurer and
Chief Financial and Accounting Officer

TATE INTEGRATED SYSTEMS

COMBINED FINANCIAL STATEMENTS
AS OF MAY 31, 1996
TOGETHER WITH REPORT OF
INDEPENDENT PUBLIC ACCOUNTANTS

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To Hathaway Corporation:

We have audited the accompanying combined balance sheet of Tate Integrated Systems, Inc. (a Maryland corporation) and Tate Integrated Systems, L.P. (a Delaware partnership) (collectively referred to as "Tate Integrated Systems") as of May 31, 1996, and the related combined statements of operations, changes in stockholders' deficit and cash flows for the year then ended. These financial statements are the responsibility of Tate Integrated Systems' management. Our responsibility is to express an opinion on these combined financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the financial position of Tate Integrated Systems as of May 31, 1996, and the results of their operations and their cash flows for the year then ended in conformity with generally accepted accounting principles.

ARTHUR ANDERSEN LLP

Baltimore, Maryland,
December 19, 1996

TATE INTEGRATED SYSTEMS

COMBINED BALANCE SHEET

AS OF MAY 31, 1996

ASSETS

CURRENT ASSETS:	
Cash	$ 3,820
Accounts receivable, net of allowance for doubtful accounts of $67,000	1,240,111
Costs and estimated earnings in excess of billings on uncompleted contracts	1,076,585
Prepaid expenses and other	66,841
Total current assets	2,387,357
PROPERTY AND EQUIPMENT, net	69,830
Total assets	$ 2,457,187

LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES:	
Accounts payable	$ 481,803
Accrued liabilities	277,930
Current portion of deferred revenue	603,000
Related party advances	3,643,464
Total current liabilities	5,006,197
DEFERRED REVENUE	1,059,000
Total liabilities	6,065,197
COMMITMENTS AND CONTINGENCIES (Note 6)	
STOCKHOLDERS' DEFICIT:	
Common stock, $1.00 par value, 100,000 shares authorized; 100 shares issued and outstanding	100
Additional paid-in capital	900
Accumulated deficit	(3,609,010)
Total stockholders' deficit	(3,608,010)
Total liabilities and stockholder's deficit	$ 2,457,187

The accompanying notes are an integral part of this combined balance sheet.

TATE INTEGRATED SYSTEMS

COMBINED STATEMENT OF OPERATIONS

FOR THE YEAR ENDED MAY 31, 1996

REVENUES	$4,904,650
COST OF PRODUCTS SOLD	3,951,528
Gross profit	953,122
OPERATING EXPENSES:	
Selling	492,041
General and administrative	217,491
Corporation allocations	197,436
Total operating expenses	906,968
Income from operations	46,154
OTHER INCOME (EXPENSE):	
Interest expense	(291,938)
Other	(2,900)
Other income (expense), net	(294,838)
Net loss	$ (248,684)

The accompanying notes are an integral part of this combined statement.

TATE INTEGRATED SYSTEMS

COMBINED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT

FOR THE YEAR ENDED MAY 31, 1996

	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Deficit
BALANCE, MAY 31, 1995	$100	$900	$(3,360,326)	$(3,359,326)
Net loss	-	-	(248,684)	(248,684)
BALANCE, MAY 31, 1996	$100	$900	$(3,609,010)	$(3,608,010)

The accompanying notes are an integral part of this combined statement.

TATE INTEGRATED SYSTEMS

COMBINED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MAY 31, 1996

CASH FLOWS FROM OPERATING ACTIVITIES:	
Net loss	$ (248,684)
Adjustments to reconcile net loss to net cash from operating activities:	
Depreciation and amortization	56,308
Provision for doubtful accounts	(55,000)
Changes in assets and liabilities:	
(Increase) decrease in-	
Accounts receivable	1,885,100
Costs and estimated earnings in excess of billings on uncompleted contracts	(515,951)
Prepaid expenses and other	(18,298)
Increase (decrease) in-	
Accounts payable	236,655
Accrued liabilities	(994,347)
Deferred revenue	(300,000)
Net cash flows from operating activities	45,783
CASH FLOWS FROM INVESTING ACTIVITIES:	
Purchases of property and equipment	(11,918)
Net cash flows from investing activities	(11,918)
CASH FLOWS FROM FINANCING ACTIVITIES:	
Net repayment of related party advances	(65,426)
Net cash flows from financing activities	(65,426)
NET DECREASE IN CASH	(31,561)
CASH, beginning of year	35,381
CASH, end of year	$ 3,820
SUPPLEMENTAL DISCLOSURE OF CASH PAID FOR:	
Interest	$ 291,938

The accompanying notes are an integral part of this combined statement.

TATE INTEGRATED SYSTEMS

NOTES TO COMBINED FINANCIAL STATEMENTS

MAY 31, 1996

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Presentation

The accompanying combined financial statements present the accounts of Tate Integrated Systems, Inc. and Tate Integrated System, L.P.. The combined entities are collectively referred to herein as Tate Integrated Systems (the Company). Tate Integrated Systems, Inc. has no significant operations other than its investment in Tate Integrated Systems, L.P. whose operations include the integration of proprietary software with third-party hardware, plus custom programming and engineering services.

There are no significant intercompany balances or transactions between the combined entities which would require elimination.

Property and Equipment

Property and equipment, is stated at cost less accumulated depreciation and, is classified as follows:

	Useful Life	May 31, 1996
Furniture and fixtures	5 years	$ 20,175
Machinery and equipment	5 years	4,455
Leasehold improvements	5 years	15,498
Data processing equipment	3 years	246,776
		286,904
Less: Accumulated depreciation and amortization		(217,074)
		$ 69,830

Depreciation and amortization are provided using the straight-line method over the estimated useful life of the assets.

Research and Development

Research and development costs are expensed as incurred. Software development costs that would be capitalizable under SFAS No. 86, "Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed," are not material.

Income Taxes

As of May 31, 1996, the Company had a net operating loss carryforward of approximately $3,600,000 to reduce Federal taxable income which expires through May 31, 2011. A deferred tax asset of approximately $1,402,000 exists as of May 31, 1996, primarily due to the net operating loss carryforward for which the Company has provided a full valuation allowance due to the uncertainty about the future realization of this tax benefit. The use of this net operating loss may be limited due to the change in ownership described in Note 7.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses in the financial statements and in the disclosures of contingent assets and liabilities. While actual results could differ from those estimates, management believes that actual results will not be materially different from amounts provided in the accompanying financial statements.

2. REVENUE AND COST RECOGNITION ON CONTRACTS:

The Company undertakes contracts for the installation of turnkey software systems which include software modification used to monitor and control industrial applications. Based upon the American Institute of Certified Public Accountants' Statement of Position 91-1, "Software Revenue Recognition," the Company recognizes contract revenues and costs by applying the percentage of completion achieved, calculated as described below, to the total contract sales price and estimated costs. Costs and estimated earnings in excess of billings for uncompleted contracts represent the value of work performed under these contracts which has not been billed.

The Company determines the percentage of completion for all contracts using the "cost-to-cost" method of measuring contract progress. Under this method, actual contract costs incurred to date are compared to total estimated contract costs to determine the estimated percentage of revenues to be recognized. Provisions for estimated losses on uncompleted contracts, to the full extent of the loss, is made during the period in which the Company first becomes aware that a loss on a contract is probable.

Revenues related to customer support agreements in which the Company has a basis for determining the value of the services are deferred and recognized ratably over the term of the respective agreements--usually one year. As of May 31, 1996, deferred revenue related to one-year support agreements totaled approximately $218,000.

Revenues from direct sales of the Company's TIS 4000 software licenses with customers that contain support agreements in which the value of the support services is not determinable are recognized over the estimated five-year economic benefit period of the support agreement. As of May 31, 1996, the Company had one software license sale (see Note 6), in which deferred revenue of approximately $1,444,000 is recognized over the expected service period of five years. For the year ended May 31, 1996, the Company recognized $385,000 of revenue associated with this sale.

3. CONTRACTS IN PROGRESS:

Costs incurred to date, estimated earnings and the related progress billings to date on contracts in progress are as follows:

	Year Ended May 31, 1996
Costs incurred to date	$ 5,371,170
Estimated earnings	808,534
Revenue recognized	6,179,704
Progress billings to date	(5,103,119)
	$ 1,076,585

The above is included in the accompanying combined balance sheet, as follows:

	Year Ended May 31, 1996
Costs and estimated earnings in excess of billings on uncompleted contracts	$ 1,076,585
Billings in excess of costs and estimated earnings on uncompleted contracts	-
	$ 1,076,585

4. RELATED PARTY TRANSACTIONS:

Advances

Tate Engineering Services Corporation (TES), a related entity, has advanced the Company funds to be used as working capital. These advances bear interest at the same rate charged to TES, which was 9.25% at May 31, 1996. Interest expense paid to TES for the year ended May 31, 1996, totaled $291,938. The average outstanding balance on this advance was $3,134,885 and the highest and lowest balance during fiscal year 1996 was $3,927,304 and $2,453,269, respectively. Substantially all of the Company's assets are pledged as collateral under the debt agreement between TES and the bank. This advance was paid off subsequent to year-end in connection with the sale of the Company described in Note 7.

Advances bear interest at rates that approximate market rates available to the Company and the amount is payable on demand; therefore, carrying amount approximates fair value as of May 31, 1996.

Corporate Allocations

TES allocates certain administrative expenses to the Company. These charges, which totaled $197,436 for the year ended May 31, 1996, primarily include the Company's share of accounting, human resources and certain insurance expenses.

5. CONCENTRATION OF CREDIT RISK, MAJOR CUSTOMERS AND OTHER RISKS:

Credit concentrations are considered to exist when there are amounts outstanding from a single customer or a number of customers with similar characteristics which would cause their ability to meet contractual obligations to be similarly impaired by economic or other conditions. As of May 31, 1996, approximately 60% of total accounts receivable were due from two state and local government customers. Furthermore, 90% of costs and estimated earnings in excess of billings on uncompleted contracts were due from three state and local government customers.

For the year ended May 31, 1996, 60% of the Company's revenues were from three customers of which 51% related to two state and local government customers.

The Company is subject to certain risks and uncertainties including changes in technology and competition.

6. COMMITMENTS AND CONTINGENCIES

The Company maintains an operating lease for its facility. The future minimum lease commitments under this noncancelable operating lease is $8,364 through fiscal year 1997. The Company's rental expense for this operating lease was $100,013 for the year ended May 31, 1996.

In March 1995, the Company entered into a joint venture (JV) with KUB Holdings BHD, a Malaysian firm. The JV was created for the purpose of manufacturing, marketing and selling the TIS 4000 System in certain Asian countries. The Company made a $400,000 initial contribution to the JV for 11.4% interest. In connection with the formation of the JV, the Company sold the software licensing and marketing rights of its TIS 4000 technology to the JV for $2,500,000. This sale was recorded net of $575,000 in transaction costs. As of May 31, 1995, the Company had deferred approximately $1,829,000 of the sale of the TIS 4000 technology, which is being recognized as revenue over a 60-month period; the $400,000 JV contribution was charged to operations.

If the joint venture requires funding, then the Company may be required to contribute in accordance with the agreed proportions as defined in the agreement. Currently, no additional funding requirements are expected to be made by the Company.

The JV requires the Company to operate as a going concern and provide support services to the joint venture at market rates. If the Company does not meet the requirement discussed above, then it could be required to refund a portion of the selling price as defined in the agreement. The Company is not aware of any violations of the requirements defined in the agreement nor does it anticipate any violations.

7. SUBSEQUENT EVENT:

Effective as of the close of business on September 30, 1996, the Hathaway Corporation acquired the Company. The ownership interests were acquired for a negotiated price of $1,301,000, of which $718,000 was paid in cash at closing on October 10, 1996, $400,000 payable in a 10% note due June 30, 1997 and $183,000 payable when certain accounts receivable for the Company are collected.

HATHAWAY CORPORATION

PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS INTRODUCTION

The following unaudited pro forma condensed combined financial statements have been prepared from the historical consolidated financial statements of Hathaway Corporation (the Company). The "TIS Acquisition" column in the following unaudited pro forma condensed combined financial statements reflects the historical combined financial statements of Tate Integrated Systems, L.P. and its sole general partner, Tate Integrated Systems, Inc. (collectively referred to as "TIS").

The unaudited pro forma condensed combined financial statements have been adjusted to reflect the TIS Acquisition under the terms described in Item 2 of Form 8-K dated October 10, 1996, previously filed by the Company and incorporated herein by reference.

The unaudited pro forma condensed combined financial statements assume that the TIS Acquisition occurred as of July 1, 1995 for the unaudited pro forma condensed combined statement of operations and as of June 30, 1996 for the unaudited pro forma condensed combined balance sheet.

Due to the different fiscal year ends of the Company and TIS, the operating results of TIS for the year ended May 31, 1996 are included in the unaudited pro forma condensed combined financial statement of operations for the year ended June 30, 1996.

The unaudited pro forma condensed combined financial statements should be read in conjunction with the Company's historical consolidated financial statements and related notes to such statements in the June 30, 1996 Annual Report on Form 10-K and the September 30, 1996 Quarterly Report on Form 10-Q, both previously filed by the Company; and Tate Integrated Systems, Inc. historical combined financial statements and notes thereto included herein. The unaudited pro forma condensed combined financial statements are not necessarily indicative of the financial position or results of operations had the TIS Acquisition occurred on the indicated dates nor do they purport to indicate the results of future operations of the Company.

The pro forma financial information has been prepared by the Company and all calculations have been made based upon assumptions deemed appropriate by the Company. In the opinion of management, all adjustments necessary to present fairly the unaudited pro forma condensed combined financial statements have been made.

HATHAWAY CORPORATION

PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

YEAR ENDED JUNE 30, 1996
(IN THOUSANDS, EXCEPT PER SCHARE DATA)
(UNAUDITED)

	Hathaway Corporation as Reported	TIS Acquisition	Pro Forma Acquisition Adjustments		Hathaway Corporation Pro Forma
REVENUES	$35,411	$4,905	$(300)	(a)	$40,016
OPERATING COSTS AND EXPENSES:					
Cost of products sold	21,926	3,952	(56)	(b)	25,822
Selling	6,269	492			6,761
General and administrative	4,680	415	(122)	(c)	4,973
Engineering and development	3,722				3,722
Other	553				553
Total operating costs and expenses	37,150	4,859	(178)		41,831
Operating loss	(1,739)	46	(122)		(1,815)
OTHER INCOME (EXPENSES):					
Interest and dividend income	325		(14)	(d)	311
Interest expense	(194)	(292)	292	(d)	(194)
Other income (expenses), net	210	(3)	3	(c)	210
Total other income (expenses)	341	(295)	281		327
Loss before income taxes	(1,398)	(249)	159		(1,488)
Benefit for income taxes	385		31	(e)	416
Net loss	$(1,013)	$ (249)	$ 190		$(1,072)
PER SHARE AMOUNTS:					
Primary and fully diluted net loss per share					$(0.25)
Shares used in computing primary per share amounts					4,271
Shares used in computing fully diluted per share amounts					4,309

HATHAWAY CORPORATION

PRO FORMA CONDENSED COMBINED BALANCE SHEET

JUNE 30, 1996
(IN THOUSANDS)
(UNAUDITED)

	Hathaway Corporation as Reported	TIS Acquisition	Pro Forma Acquisition Adjustments		Hathaway Corporation Pro Forma
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	$ 5,237	$ 4	$ (718)	(f)	$ 4,523
Marketable securities	201	--			201
Trade receivables, net	6,293	1,240			7,533
Costs and earnings in excess of		1,076	(1,076)	(h)	--
billings	4,972	--	930	(h)	5,902
Inventories, net	1,750	67			1,817
Prepaid expenses and other					
Total current assets	18,453	2,387	(864)		19,976
Property and equipment, net	1,727	70	(70)	(i)	1,727
Other	959	--			959
Total assets	21,139	2,457	(934)		22,662
LIABILITIES AND STOCKHOLDERS' INVESTMENT					
CURRENT LIABILITIES:					
Accounts payable	1,309	482			1,791
Accrued liabilities	3,771	278	763	(f),(g)	4,812
Current portion of deferred revenue	--	603	(603)	(k)	--
Related party advances	--	3,643	(3,643)	(j)	--
Total current liabilities	5,080	5,006	(3,483)		6,603
Long-term debt	1,777	--			1,777
Deferred revenue	--	1,059	(1,059)	(k)	--
Total liabilities	6,857	6,065	(4,542)		8,380
STOCKHOLDERS' INVESTMENT (DEFICIT)					
Common stock	100				100
Additional paid-in capital	9,712	1	(1)	(j)	9,712
Retained earnings (accumulated	8,247	(3,609)	3,609	(j)	8,247
deficit)	(3,705)				(3,705)
Treasury stock	(72)				(72)
Other					
Total stockholders' investment (deficit)	14,282	(3,608)	3,608		14,282
Total liabilities and stockholders' investment (deficit)	$21,139	$ 2,457	$ (934)		$22,662

HATHAWAY CORPORATION

NOTES TO PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

(UNAUDITED)

PRO FORMA STATEMENTS OF OPERATIONS

(a) This adjustment reflects the reversal of amortization of deferred revenue recorded by TIS, as deferred revenue was valued at zero in the purchase price allocation at the beginning of the period.

(b) This adjustment reflects the reversal of depreciation expense recorded by TIS, as the value of property, plant and equipment at the beginning of the period was reduced to zero as a result of the purchase price allocation.

(c) This adjustment represents the reversal of certain corporate allocations from the former parent company that would not have been incurred by TIS under the Company's corporate allocation policy.

(d) The Company would have financed the working capital needs of TIS with cash and equivalents, rather than debt. Accordingly, the TIS interest expense incurred on intercompany debt is eliminated. The adjustment to interest income represents lost interest income on funds that would have been used to finance the fiscal 1996 working capital needs of TIS.

(e) The adjustment reflects the tax effect of including TIS in the consolidated tax provision of the Company.

HATHAWAY CORPORATION

NOTES TO PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

(CONTINUED)
(UNAUDITED)

PRO FORMA BALANCE SHEET

(f) This entry adjusts assets and liabilities for the effect of the purchase price, as follows (in thousands):

Cash	718
Notes payable - current	583
	1,301

(g) This entry adjusts for the liabilities incurred in connection with the acquisition (in thousands):

Notes payable - current	583
Accrued audit, legal and other costs	180
	763

(h) The value of costs and earnings in excess of billings is reduced to actual costs incurred as a result of the purchase price allocation.

(i) The value of long-term assets is reduced to zero as a result of the purchase price allocation.

(j) The TIS equity balances and intercompany debt are reduced to zero in connection with the acquisition.

(k) The obligations of TIS relating to customer service agreements have been provided for under accrued liabilities in the purchase price allocation; accordingly, deferred revenue balances are reduced to zero.