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SCANSOFT INC
Form 8-K
August 06, 2003

UNITED STATES

SECURITIES 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): August 6, 2003.

SCANSOFT, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other
jurisdiction of
incorporation)

000-27038
(Commission
File Number)

94-3156479
(IRS Employer
Identification No.)

9 CENTENNIAL DRIVE
PEABODY, MASSACHUSETTS 01960

Address of principal executive offices

(978) 977-2000

Registrant's telephone number, including area code

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

99.1 PRESS RELEASE DATED AUGUST 6, 2003 BY SCANSOFT, INC.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On August 6, 2003, ScanSoft, Inc. announced its preliminary financial results for the fiscal quarter ended June 30, 2003. The press release and the

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reconciliation contained therein, which has been attached as Exhibit 99.1, disclose certain financial measures that exclude acquisition-related amortization and restructuring charges that may be considered non-GAAP financial measures. Generally a non-GAAP financial measure is a numerical measure of a company's performance, financial position, or cash flows that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with generally accepted accounting principles in the United States. These non-GAAP financial measures are provided to enhance the user's overall understanding of ScanSoft's current financial performance and ScanSoft's prospects for the future. Management believes that these measures are more representative of ScanSoft's operating performance because they exclude identified non-cash and restructuring charges that are not necessarily relevant to an understanding of ScanSoft's business or the prospects for ScanSoft's future performance. These measures, however, should be considered in addition to, and not as a substitute for, or superior to, other measures of financial performance prepared in accordance with generally accepted accounting principles. The non-GAAP measures included in our press release have been reconciled to the nearest GAAP measure.

The information in this Form 8-K and the Exhibit attached hereto is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

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.

SCANSOFT, INC.

/s/ Gerald C. Kent, Jr.

Gerald C. Kent, Jr., Vice President,
Controller & Chief Accounting Officer
(Principal Accounting Officer)

Date: August 6, 2003

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(c) Exhibits

| Exhibit Number ----- | Description ----- |
|----------------------------|-------------------------------------|
| 99.1 (1) | Press Release dated August 6, 2003. |