

SYSTEMS & COMPUTER TECHNOLOGY CORP

Form 8-K

April 25, 2003

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 21, 2003  
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SYSTEMS & COMPUTER TECHNOLOGY CORPORATION

-----  
(Exact Name of Registrant as Specified in Charter)

|  |                                      |  |
|--|--------------------------------------|--|
| Delaware   | 000-11521                            | 23-1701520                                       |
| -----<br>(State or Other Jurisdiction<br>of Incorporation) | -----<br>(Commission<br>File Number) | -----<br>(I.R.S. Employer<br>Identification No.) |
| 4 Country View Road, Malvern, Pennsylvania                 |                                      | 19355  |
| -----<br>(Address of Principal Executive Offices)          |                                      | -----<br>(Zip Code)                              |
| Registrant's telephone number, including area code         | (610) 647-5930                       | -----  |

Item 7. Financial Statements and Exhibits.  
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(a) Financial Statements of Business Acquired.

Not Applicable.

(b) Pro Forma Financial Information.

Not Applicable

(c) Exhibits.

| Exhibit<br>Number | Description |
|-------------------|-------------|
|-------------------|-------------|

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99.1                    Certain Information Discussed in April 21, 2003  
Conference Call.

### Item 9. Regulation FD Disclosure.

This Current Report on Form 8-K is being furnished pursuant to Item 12. See "Item 12. Results of Operations and Financial Condition" below, the contents of which are incorporated by reference into this Item 9.

### Item 12. Results of Operations and Financial Condition.

On April 21, 2003, the Company held a broadly accessible conference call with investors to discuss the Company's financial results announced in a press release issued on April 16, 2003. Certain information discussed during the conference call is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The disclosures by the Company during the conference call included one or more "non-GAAP financial measures" within the meaning of the Securities and Exchange Commission's Regulation G. With respect to each such non-GAAP financial measure, the Company has disclosed in the conference call the most directly comparable financial measure calculated and presented in accordance with generally accepted accounting principles ("GAAP") and has provided a reconciliation of each non-GAAP financial measure to the most directly comparable GAAP financial measure. These non-GAAP financial measures have been presented because management uses this information in monitoring and evaluating the Company's on-going financial results and trends and believes that as a result, this information will be useful to investors. The disclosure in this Form 8-K of any financial information shall not constitute an admission that such information is material.

The following reconciliation of the Non-GAAP to GAAP financial measures was orally discussed during the conference call as follows:

| Reconciliation of Non-GAAP to GAAP Financial Measures                                    | Quarter Ended<br>March 31, 2003 | Quarte<br>March |
|--|---------------------------------|-----------------|
| Earnings per share from continuing operations,<br>before restructuring charge (non-GAAP) | \$.04                           | \$              |
| Restructuring charge   | (\$ .03)                        | (\$             |
| Earnings per share from continuing operations (GAAP)                                     | \$.02*                          | \$              |

\* Due to rounding

| Reconciliation of Non-GAAP to GAAP Financial Measures   | Quarter Ended<br>March 31, 2003 | Quarte<br>December |
|---|---------------------------------|--------------------|
| Earnings per share from continuing operations, before<br>restructuring charge or gain on bond repurchase (non-GAAP) | \$.04                           | \$                 |
| Restructuring charge  | (\$ .03)                        | \$                 |
| Gain on Bond Repurchase   |                                 | \$                 |

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Earnings per share from continuing operations (GAAP)

\$.02\*

\* Due to rounding

SIGNATURE

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 duly authorized.

Date: April 25, 2003

Systems & Computer Technology Corporation

By: /s/ Eric Haskell

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Eric Haskell  
Executive Vice President, Finance &  
Administration, Treasurer and  
Chief Financial Officer

Exhibit Index

| Exhibit<br>Number | Description  |
|-------------------|--|
| -----             | -----  |
| 99.1              | Certain Information Discussed in April 21, 2003 Conference Call. |