

SUN MICROSYSTEMS, INC.
Form 8-K
November 01, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): November 1, 2005

Sun Microsystems, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-15086
(Commission File Number)

94-2805249
(IRS Employer
Identification No.)

4150 Network Circle

Santa Clara, California
(Address of Principal Executive Offices)

95054-1778
(Zip Code)

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(650) 960-1300

(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 (see General Instruction A.2. below):

- .. 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))
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Item 2.02. Results of Operations and Financial Condition

This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On November 1, 2005, Sun Microsystems, Inc. (Sun) issued a press release regarding Sun s financial results for the fiscal quarter ended September 25, 2005. The full text of Sun s press release, together with the related Condensed Consolidated Statements of Operations, Non-GAAP Calculation of Net Income (Loss) Excluding Special Items, Balance Sheets, and Cash Flows and Operations Analysis, are attached hereto as Exhibit 99.1.

The Non-GAAP Calculation of Net Income (Loss) Excluding Special Items and the Operations Analysis contain non-GAAP presentations of net income (loss) and EPS (basic and diluted), which exclude certain items below the presentation of the GAAP presentations of net income (loss) and EPS (basic and diluted). The excluded items include restructuring charges; purchased in-process research and development; loss (gain) on equity investments, net; settlement income; settlement of litigation; impairment expense; valuation allowance on deferred tax assets; and related tax effects. Restructuring charges related to Sun s restructuring plans, including reductions to Sun s work force, elimination of excess facility capacity and other actions. Purchased in-process research and development, and impairment expense are primarily related to the effect of Sun s acquisition activity. Loss (gain) on equity investments, net, shows the effect of our investment portfolio management. Settlement income is a result of our settlement with Microsoft. Settlement of litigation is a result of our settlement with Kodak.

Sun provides non-GAAP net income (loss) and EPS (basic and diluted) to supplement Sun s consolidated financial statements presented in accordance with GAAP. The presentation of these non-GAAP financial measures should be considered in addition to Sun s GAAP results and is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP.

Sun s management believes that these non-GAAP financial measures provide meaningful supplemental information regarding Sun s performance by excluding certain charges, gains and tax effects that may not be indicative of Sun s core business operating results. Sun believes that both management and investors benefit from referring to these non-GAAP financial measures in assessing Sun s performance. These non-GAAP financial measures also facilitate comparisons to Sun s historical performance and Sun s competitors operating results. Sun includes these non-GAAP financial measures because Sun believes they are useful to investors in allowing for greater transparency with respect to supplemental information used by management in its financial and operational decision making.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

The following exhibit is filed herewith:

| Exhibit | Description |
|----------------|--------------------|
| Number | _____ |

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99.1 Text of press release issued by Sun Microsystems, Inc., dated November 1, 2005, titled Sun Microsystems Reports Results for First Quarter Fiscal Year 2006, together with related Condensed Consolidated Statements of Operations, Condensed Consolidated Balance Sheets and Condensed Consolidated Cash Flows, and Non-GAAP Calculation of Net Income (Loss) Excluding Special Items and Operations Analysis - Consolidated.

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.

Date: November 1, 2005

SUN MICROSYSTEMS, INC.

By: /s/ STEPHEN T. MCGOWAN

Stephen T. McGowan
Chief Financial Officer and Executive
Vice President, Corporate Resources