

BSQUARE CORP /WA
Form 8-K
February 20, 2009

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):

February 19, 2009

BSQUARE CORPORATION

(Exact name of registrant as specified in its charter)

Washington

000-27687

91-1650880

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

110 110th Avenue NE, Suite 200, Bellevue,
Washington

98004

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

425-519-5900

Not Applicable

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))

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Item 2.02 Results of Operations and Financial Condition.

On February 19, 2009, the Company provided additional detail regarding the preliminary results for the quarter and year ended December 31, 2008. A copy of the text of the Company's prepared remarks from the conference call is furnished as Exhibit 99.1 hereto. The press release announcing this conference call is also furnished as Exhibit 99.2 hereto.

This current report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding an arrangement with a major silicon vendor, the expected impact of the TestQuest acquisition, the qualitative and quantitative effects of errors identified in certain of the Company's previously issued financial statements, the Company's intent to restate such financial statements, the estimated amounts to be restated, and the ongoing review of such financial statements. All statements contained in this current report that do not relate to matters of historical fact should be considered forward-looking statements.

Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from such statements. There can be no assurances that forward-looking statements will be achieved. Important factors that could cause actual results to differ materially from those indicated in forward-looking statements include: the audit and review by the Company's independent registered public accounting firm of the results and findings of the Company, including the audit and review of the Company's estimates of amounts to be restated; the impact, if any, of such results or findings on the financial statements of the Company; the Company's inability to timely file reports with the Securities and Exchange Commission; risks of litigation and governmental or other regulatory inquiries or proceedings arising out of or related to any of the matters described in this press release; and risks, uncertainties and changes in financial conditions. Therefore, all forward-looking statements should be considered in light of various important factors, including but not limited to the risks and uncertainties listed above. The Company makes no commitment to revise or update any forward-looking statements in order to reflect events or circumstances after the date any such statement is made. Please also refer to the Company's most recent quarterly report on Form 10-Q, annual report on Form 10-K and other filings with the SEC for other important risk factors that could cause actual results to differ materially from those indicated in any forward-looking statements.

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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.

BSQUARE CORPORATION

February 19, 2009

By: */s/ Scott C. Mahan*

Name: Scott C. Mahan

*Title: Vice President, Finance & Operations and Chief
Financial Officer*

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Exhibit Index

| Exhibit No. | Description |
|--------------------|--------------------------------------------------------------------|
| 99.1 | Prepared Remarks from BSQUARE Conference Call on February 13, 2009 |
| 99.2 | Press release of BSQUARE Corporation dated February 13, 2009 |