

AFFILIATED COMPUTER SERVICES INC

Form 8-K

January 28, 2004

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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):
January 27, 2004

Affiliated Computer Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of other jurisdiction
of incorporation)

1-12665
(Commission File Number)

51-0310342
(IRS Employer
Identification No.)

2828 North Haskell Avenue, Dallas, Texas
(Address of principal executive offices)

75204
(Zip code)

Registrant's telephone number including area code: **(214) 841-6111**

Not Applicable
(Former name or former address if changed from last report)

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ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the exhibit referenced below and the information set forth therein are deemed to be furnished pursuant to Item 9 hereof and shall not be deemed to be filed under the Securities Exchange Act of 1934.

(c) Exhibits

| EXHIBIT NUMBER | DESCRIPTION |
|---------------------------|---------------------------------------|
| 99.1 | Press release dated January 27, 2004. |

ITEM 9. REGULATION FD DISCLOSURE

On January 27, 2004, Affiliated Computer Services, Inc. (ACS) announced that its Board of Directors approved the redemption of ACS 3.50% Convertible Subordinated Notes due February 15, 2006 (the Notes) under the Indenture dated as of February 21, 2001 (the Indenture) between ACS and The Bank of New York Trust Company, N.A. (as successor in interest to U.S. Trust Company of Texas, N.A.), as trustee (the Trustee) at a redemption price (the Redemption Price) equal to 101.4% of the principal amount of the Notes, plus accrued interest to the Redemption Date (as defined below), pursuant to Article XI of the Indenture (the Redemption).

ACS has set February 27, 2004 (the Redemption Date) as the date for the Redemption. Any holder of the Notes has until the close of business on February 26, 2004 to convert its Notes to shares of ACS Class A common stock in accordance with Article XII of the Indenture. The conversion rate is 23.0234 shares of Class A Common Stock for each U.S. \$1,000 principal amount of the Notes, after giving effect to the Issuer s two-for-one split of its outstanding Class A Common Stock, paid in the form of a 100% stock dividend on February 22, 2002 to Class A stockholders of record as of the close of business on February 15, 2002 (equivalent to a conversion price of \$43.43 per share of Class A common stock).

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On January 27, 2004, the Company issued a press release announcing the Redemption. A copy of such press release is attached as Exhibit 99.1 and will be published on the Company's web site at <http://www.acs-inc.com>.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the information disclosed pursuant to this Item 9 and the press release attached as Exhibit 99.1 is deemed to be furnished and shall not be deemed to be filed under the Securities Exchange Act of 1934.

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EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| 99.1 | Affiliated Computer Services, Inc. Press Release dated January 27, 2004 |