

SYSTEMS & COMPUTER TECHNOLOGY CORP

Form 8-K

April 09, 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 4, 2003

SYSTEMS & COMPUTER TECHNOLOGY CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware

000-11521

23-1

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(I.R.S.
Identifi

4 Country View Road, Malvern, Pennsylvania

19355

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code

(610) 647-5930

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

Not Applicable.

(b) Pro Forma Financial Information.

Not Applicable

(c) Exhibits.

Exhibit

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| Number | Description |
|--------|--|
| 99.1 | Press Release dated April 4, 2003 entitled "SCT Estimates Second Quarter Earnings, Announces Conference Call." |
| 99.2 | Text of script for April 4, 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.

Item 12. Results of Operations and Financial Condition.

On April 4, 2003, Systems & Computer Technology Corporation, a Delaware corporation (the "Company"), issued a press release reporting estimated earnings for its second quarter ended March 31, 2003. The press release also contains other estimated financial information for the Company's second quarter ended March 31, 2003. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

On April 4, 2003, the Company held a broadly accessible conference call with investors to discuss the Company's preliminary results announced in the press release. A script read by officers of the Company during the conference call is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

The press release and 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. 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 is a reconciliation of the Non-GAAP to GAAP financial measures:

| Reconciliation of Non-GAAP to GAAP Financial Measures | Quarter Ended March 31, 2003 | Quarter Ended March 31, 2002 |
|--|---------------------------------|---------------------------------|
| Estimated earnings per share from continuing operations, before restructuring charge (non-GAAP) | \$.02-\$.05 | \$.10 |
| Restructuring charge | (\$.03) | (\$.08) |
| Earnings (loss) per share from continuing operations (GAAP) | (\$.01)-\$.02 | \$.02 |

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

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the undersigned duly authorized.

Date: April 9, 2003

Systems & Computer Technology Corporation

By: /s/ Eric Haskell

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

Exhibit Index

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