

NETGEAR INC  
Form 8-K  
October 28, 2004

**Table of Contents**

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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**

October 28, 2004

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Date of Report (date of earliest  
event reported)

**NETGEAR, Inc.**

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(Exact name of Registrant as specified in its charter)

Delaware

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000-50350

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77-0419172

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(State or other jurisdiction  
of  
incorporation or  
organization)

(Commission File  
Number)

(I.R.S. Employer  
Identification Number)

4500 Great America Parkway  
Santa Clara, California 95054

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(Address of principal executive offices)

(408) 907-8000

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(Registrant's telephone number, including area code)

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 (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)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**TABLE OF CONTENTS**

Item 2.02. Results of Operations and Financial Condition

ITEM 9.01. Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

EXHIBIT 99.1

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**Table of Contents**

**Item 2.02. Results of Operations and Financial Condition.**

On October 28, 2004, NETGEAR, Inc. issued a press release announcing its financial results for its quarter ended October 3, 2004. The full text of the press release is attached hereto as Exhibit 99.1 to this Current Report.

The information in the report (including any exhibit attached to this Current Report), shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by NETGEAR, Inc., except as shall be expressly set forth by specific reference in such a filing.

**ITEM 9.01. Financial Statements and Exhibits.**

(c) Exhibits

The following exhibit is furnished herewith:

99.1 Press Release, dated October 28, 2004, of NETGEAR, Inc. announcing its financial results for the fiscal quarter ended October 3, 2004

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**Table of Contents**

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 hereunto duly authorized.

Dated: October 28, 2004

**NETGEAR, Inc.**

By: /s/ Jonathan Mather  
Jonathan Mather  
Executive Vice President and  
Chief Financial Officer

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**Table of Contents**

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 99.1                      | Press Release, dated October 28, 2004, of NETGEAR, Inc. announcing its financial results for the fiscal quarter ended October 3, 2004 |