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COGNITRONICS CORP  
Form 8-K  
July 28, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 of 15(d) of the  
Securities Exchange Act Of 1934

Date of report (date of earliest event reported): July 28, 2004

COGNITRONICS CORPORATION  
(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction of incorporation)

1-8496  
(Commission File Number)

13-1953544  
(IRS Employer Identification No.)

3 Corporate Drive, Danbury, Connecticut  
(Address of principal executive offices)

06810  
(Zip Code)

(203) 830-3400  
(Registrant's telephone number)

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ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On July 28, 2004, Cognitronics Corporation issued the press release attached hereto as Exhibit 99.1, reporting its results for the quarter ended June 30, 2004.

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, thereunto duly authorized.

COGNITRONICS CORPORATION

Dated: July 28, 2004

By: /s/ Garrett Sullivan

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Name: Garrett Sullivan  
Title: Treasurer

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Exhibits:

99.1 Press release issued by Cognitronics Corporation on July 28, 2004, reporting its results for the quarter ended June 30, 2004.