

WIND RIVER SYSTEMS INC
Form 8-K
August 14, 2003

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): **August 14, 2003**

WIND RIVER SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation)*

0-21342

(Commission File No.)

94-2873391

(IRS Employer Identification No.)

500 Wind River Way, Alameda, California 94501

(Address of principal executive offices, including zip code)

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(510) 748-4100

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Item 7 Financial Statements and Exhibits.

(c) Exhibits The following exhibit is furnished as part of this Report:

| | |
|--------------|--|
| Exhibit 99.1 | Press Release issued by Wind River Systems, Inc., dated August 14, 2003, reporting the results of operations for the three and six months ended July 31, 2003 (furnished and not filed herewith solely pursuant to Item 12). |
|--------------|--|

Item 12 Results of Operations and Financial Condition

On August 14, 2003, Wind River Systems, Inc. (the Registrant) issued a press release announcing its financial results for the three and six months ended July 31, 2003. The press release did not include certain other financial information that will be filed with the Securities and Exchange Commission as part of the Registrant s Quarterly Report on Form 10-Q for the quarter ended July 31, 2003. A copy of the press release relating to such announcement, dated August 14, 2003, is furnished as Exhibit 99.1 to this Report and is incorporated herein by reference in its entirety.

The information in this Report, including the exhibit, is provided under Item 12 of Form 8-K and, pursuant to General Instruction B.6. thereunder, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), 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 Securities Act). Furthermore, the information in this Report, including the exhibit, shall not be deemed to be incorporated by reference into any filings of the Registrant, whether made before or after the date hereof, under the Securities Act or the Exchange Act, regardless of any general incorporation language in such filing except as shall be expressly set forth by specific reference in such a filing.

In addition to reporting financial results in accordance with generally accepted accounting principles, or GAAP, the Registrant provides pro forma net income and pro forma net income per share in the press release as additional information for its operating results. These measures are not in accordance with, or an alternative for, GAAP and may be different from pro forma measures used by other companies. The Registrant s management believes that this presentation of pro forma net income and pro forma net income per share provides useful information to management and investors regarding certain additional financial and business trends relating to its financial condition and results of operations.

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: August 14, 2003

WIND RIVER SYSTEMS, INC.

By: /S/ MICHAEL ZELLNER

Michael Zellner
Vice President, Finance and Chief
Financial Officer

EXHIBIT INDEX

| Number | Description |
|---------------|---|
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