

EGAIN COMMUNICATIONS CORP  
Form 8-K  
December 16, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

December 15, 2004

Date of report (date of earliest event reported)

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**eGAIN COMMUNICATIONS CORPORATION**

(Exact name of registrant as specified in its charter)

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Delaware

0-30260

77-0466366

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(State of Incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

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**345 E. Middlefield Road, Mountain View, California 94043**

(Address of principal executive offices, including zip code)

**(650) 230-7500**

(Registrant's telephone number, including area code)

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(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)
  - ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01 - OTHER EVENTS**

Holdings of a majority of the outstanding common stock of eGain Communications Corporation approved a proposal to amend the company's certificate of incorporation resulting in the conversion of all of the outstanding shares of 6.75% Series A Cumulative Convertible Preferred Stock into approximately 11.6 million shares of common stock at the company's annual meeting held on December 15, 2004.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 16, 2004

eGain Communications Corporation

By:           /s/  ERIC N. SMIT          

Name: Eric N. Smit

Title: Chief Financial Officer