

ACTUATE CORP  
Form 10-Q/A  
June 02, 2006

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

Washington, D.C. 20549

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**FORM 10-Q/A**

(Amendment No. 1)

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(Mark One)

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

For the quarterly period ended March 31, 2006

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-24607

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**Actuate Corporation**

(Exact name of Registrant as specified in its charter)

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Delaware  
(State of incorporation)

701 Gateway Boulevard

South San Francisco, California 94080

94-3193197  
(I.R.S. Employer Identification No.)

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(650) 837-2000

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Former name, former address and former fiscal year, if changed since last report: None

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Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

Title of Class	Outstanding as of March 31, 2006
Common Stock, par value \$.001 per share	60,275,726

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**Explanatory Note**

Actuate Corporation is filing this Amendment No. 1 on Form 10-Q/A ( Amendment No. 1 ) to amend its quarterly report on Form 10-Q for the quarterly period ended March 31, 2006 (the Original Report ) which was filed on May 10, 2006. The sole purpose of this Amendment No. 1 is to file Exhibit 10.1, a description of a change to the annual cash retainer to be paid to non-employee directors. We are filing as Exhibits 31.1 and 31.2 to this Amendment No. 1 certificates required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements are contained in this Amendment No. 1, we are not including certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

This Amendment No. 1 speaks as of the date of the Original Report and we have not updated the disclosures contained herein to reflect events that have occurred since the filing of the Original Report. Accordingly, this Amendment No. 1 should be read in conjunction with our Original Report and our other filings made with the Securities and Exchange Commission subsequent to the filing of the Original Report.

**Actuate Corporation**

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**PART II - OTHER INFORMATION**

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**Item 6. Exhibits**

- 10.1 Description of Change to Cash Retainer of Non-employee Directors
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer

*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, thereunto duly authorized.

Actuate Corporation

(Registrant)

Dated: June 2, 2006

By: /s/ DANIEL A. GAUDREAU  
Daniel A. Gaudreau  
Chief Financial Officer, Senior Vice

President of Finance (Principal Financial  
and Accounting Officer)