

INGRAM MICRO INC  
Form 8-K  
April 28, 2005

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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**

**Date of report (Date of earliest event reported):  
April 28, 2005**

**INGRAM MICRO INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

<b>Delaware (State of Incorporation or organization)</b>	<b>1-12203 (Commission File Number)</b>	<b>62-1644402 (I.R.S. Employer Identification No.)</b>
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**1600 E. St. Andrew Place  
Santa Ana, CA 92799-5125**

**(Address, including zip code of Registrant's principal executive offices)**

**Registrant's telephone number, including area code: (714) 566-1000**

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 2.02. Results of Operations and Financial Condition.**

On April 28, 2005, Ingram Micro Inc. (["Ingram Micro"]) issued a press release announcing Ingram Micro's financial results for the period ended April 2, 2005 and an outlook for the second quarter ending July 2, 2005. A copy of the press release, together with the related financial schedules, are attached hereto as Exhibit 99.1, the text of which are incorporated under Item 12 of this Form 8-K by reference herein. This press release, together with the related financial schedules, are not to be deemed ["filed"] for purposes of Section 18 of the Exchange Act of 1934, as amended (the ["Exchange Act"]), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing, or to form a part of Ingram Micro's public disclosure in the United States or otherwise.

Financial results excluding major-program costs associated with Ingram Micro's profit-enhancement program, as well as those including off-balance sheet debt, are considered non-GAAP and are presented as supplemental information, along with other financial metrics such as accounts receivable, and total borrowings including off-balance sheet debt, to enhance the public's understanding of, and highlight trends in, the company's financial results excluding reorganization costs and major-program costs. Ingram Micro's management utilizes these non-GAAP financial measures, along with primary GAAP measures, in analyzing and measuring the performance of the company's core operations from period to period.

**Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated April 28, 2005 and related financial schedules. 2

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**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.

**INGRAM MICRO INC.**

By:           /s/ Larry C. Boyd          

Name: Larry C. Boyd  
Title: Senior Vice President, Secretary  
and General Counsel

Date: April 28, 2005