

TERAYON COMMUNICATION SYSTEMS

Form 8-K

October 12, 2004

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**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: October 8, 2004

(Date of earliest event reported)

TERAYON COMMUNICATION SYSTEMS, INC.

(Exact name of Registrant as specified in its charter)

Delaware

000-24647

77-0328533

(State or other
jurisdiction
of incorporation)

(Commission
file number)

(I.R.S. employer
identification no.)

4988 Great America Parkway, Santa Clara, CA 95054

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (408) 235-5500

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.

Item 9.01 Financial Statements and Exhibits.

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Item 2.02. Results of Operations and Financial Condition.

- (a) On October 8, 2004, Terayon Communication Systems, Inc. (Company) issued a press release announcing preliminary financial results for its third quarter ended September 30, 2004. The press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

- (c) Exhibits.

Exhibit 99.1 Terayon Announces Preliminary Third Quarter 2004 Financial Results

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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.

Terayon Communication Systems, Inc.

By: /s/ Edward Lopez
Edward Lopez
Senior Vice President, General Counsel
and Human Resources

Date: October 12, 2004

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INDEX TO EXHIBITS

| Exhibit No. | Description |
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| 99.1 | Terayon Announces Preliminary Third Quarter 2004 Financial Results. |