

EMCORE CORP
Form 8-K
November 07, 2005

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

November 7, 2005

Date of Report (Date of earliest event reported)

EMCORE CORPORATION

Exact name of registrant as specified in its charter

| | | |
|-------------------------------|-------------------------------|--|
| <u>New Jersey</u> | <u>0-22175</u> | <u>22-2746503</u> |
| <i>State of Incorporation</i> | <i>Commission File Number</i> | <i>IRS Employer Identification No.</i> |

145 Belmont Drive, Somerset, New Jersey, 08873

Address of principal executive offices, including Zip Code

(732) 271-9090

Registrant's telephone number, including area code

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:

- 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 November 7, 2005, EMCORE Corporation (the "Registrant" or the "Company") issued a press release disclosing its preliminary financial results for the fiscal 2005 fourth quarter and year ended September 30, 2005. A copy of this press release is attached as Exhibit 99.1 to this Current Report.

The information in this Current Report, including Exhibit 99.1 hereto, shall not be incorporated by reference into any filing of the Registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing. Furthermore, the information in this Current Report, including Exhibit 99.1 hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise be subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

In its press release, the Registrant references a non-GAAP financial measure regarding the Company's projected net loss per share, net of transition and closure costs associated with the Company's City of Industry facility. In accordance with applicable regulations, the corresponding GAAP financial measure (projected net loss per basic and fully diluted share) also is included in the press release. A non-GAAP financial measure is a numerical measure of a company's performance that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with GAAP. EMCORE believes that the additional non-GAAP measures are useful to investors for financial analysis. Management also uses these measures internally to evaluate the company's operating performance, and the measures are used for planning and forecasting of future periods. However, non-GAAP measures are not in accordance with, nor are they a substitute for, GAAP measures.

The information set forth above is intended to be furnished under this Item 2.02, "Results of Operations and Financial Condition," and under Item 7.01, "Regulation FD Disclosure."

Item 7.01. Regulation FD Disclosure.

See Item 2.02, "Results of Operations and Financial Condition," above.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

| <u>Exhibit</u> <u>No.</u> | <u>Description</u> |
|--|--|
| <u>99.1</u> | Press Release of EMCORE Corporation, dated November 7, 2005. |

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.

**EMCORE
CORPORATION**

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By: /s/ Thomas G. Werthan

Thomas G. Werthan
Chief Financial Officer

Dated: November 7, 2005

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|-------------------------------|--|
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