

Edgar Filing: UTSTARCOM INC - Form NT 10-Q

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

(Attach extra Sheets if Needed) **PLEASE SEE ATTACHED SHEET FOR RESPONSE TO PART III.**

SEC 1344 (07-03) **Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

PART IV OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification
- | | | |
|-----------------------------|--------------------|--------------------------------|
| Michael J. Sophie
(Name) | 510
(Area Code) | 864-8800
(Telephone Number) |
|-----------------------------|--------------------|--------------------------------|
- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Registrant's financial results for the quarter ended June 30, 2004 will change significantly from the quarter ended June 30, 2003. The Registrant anticipates that the financial results for the quarter ended June 30, 2004 will be as reflected in its press release dated July 27, 2004.

UTSTARCOM, INC.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date August 10, 2004 By /s/ Michael J. Sophie

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION
Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

GENERAL INSTRUCTIONS

1. This form is required by Rule 12b-25 (17 CFR 240.12b-25) of the General Rules and Regulations under the Securities Exchange Act of 1934.
2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.

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3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.
5. *Electronic Filers:* This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit reports within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T (§232.201 or §232.202 of this chapter) or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T (§232.13(b) of this chapter).

RESPONSE TO PART III

The Registrant is unable to file the Registrant's Report on Form 10-Q for the quarterly period ended June 30, 2004 (the Form 10-Q) by the prescribed due date without unreasonable effort or expense due to unforeseen circumstances, described in more detail below, that the Registrant encountered in connection with the preparation of its unaudited consolidated financial statements. The Registrant seeks relief pursuant to Rule 12b-25(b) with respect to the Form 10-Q.

Specifically, in connection with the second quarter closing and review process, the Registrant identified a single equipment sale transaction in a single geographical sales market in the amount of approximately \$1.9 million that was initially included as revenue in the Registrant's draft financial statements for the second quarter, but that the Registrant subsequently determined did not qualify as recognizable revenue. As a result, the Registrant did not include such revenue in its release of second quarter results.

Upon identification of this matter, the Registrant's audit committee commenced a full review and analysis of the facts and circumstances surrounding the transaction. The audit committee had not finished its review and analysis by the filing deadline for the Form 10-Q. In light of the foregoing, the Registrant has not finalized its unaudited financial statements for the quarter ended June 30, 2004.