

XYRATEX LTD
Form 6-K
June 21, 2006

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

June 21, 2006

XYRATEX LTD

(Registrant's name)

**Langstone Road
Havant
PO9 ISA**

(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

NEWS RELEASE

For Immediate Release

Xyratex Ltd Announces Results for the Second Quarter Fiscal Year 2006 Q2 Revenues \$288.9 million, up 70.3% Year over Year

Havant, UK June 21, 2006 Xyratex Ltd (Nasdaq: XRTX), a leading provider of modular enterprise class data storage subsystems and storage process technology, today announced results for the second fiscal quarter ended May 31, 2006. Revenues for the second quarter were \$288.9 million, an increase of 70.3% compared to revenues of \$169.6 million for the same period last year.

For the second quarter, GAAP net income was \$24.6 million, or \$0.83 per diluted share, compared to GAAP net income of \$11.1 million, or \$0.38 per diluted share, in the same period last year. Non-GAAP net income increased 95.7% to \$25.5 million, or a diluted earnings per share of \$0.85, compared to non-GAAP net income of \$13.0 million, or \$0.45 per diluted share, in the same quarter a year ago. A reconciliation between net income on a GAAP basis and net income on a non-GAAP basis is provided in a table immediately following the Unaudited Condensed Consolidated Statements of Cash Flows, below.

Gross profit margin in the second quarter was 21.5%, compared to 22% in the same period last year, primarily due to factors affecting the margin of our Storage and Network Systems products, particularly RoHS (Restriction on certain Hazardous Substances) compliance, transfer of the Networking Ethernet X-Card business to Napatech, and customer and product mix.

Revenues from sales of our Storage and Network Systems products were \$153.7 million as compared to \$100.6 million in the second quarter last year, an increase of 53%. Gross profit margin in the Storage and Network Systems business was 13.3% as compared to 16% in the second quarter last year. Revenues from sales of our Storage Infrastructure products were \$135.1 million as compared to \$69.0 million in the second quarter last year, an increase of 96%. Gross profit margin in the Storage Infrastructure business was 30.9%, essentially unchanged from 30.7% in the second quarter last year.

Xyratex had an outstanding quarter with record revenue and earnings. We executed very well and were able to meet the strong demand from our customers, while continuing to invest in technologies and resources that will position us for growth going forward, said Steve Barber, CEO of Xyratex. Our priorities for the remainder of 2006 include strategic investment in new growth opportunities, improving our margin structure in our Storage and Networking Systems business and securing new customers. We feel we are well positioned to capitalize on the positive industry dynamics that are creating significant demand for our storage products.

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Business Highlights

- We announced availability and volume shipments of the F5402E 4Gb FC-SAS/SATA RAID system and SATA II drive support in the 4Gb RS-1602-F4 SBOD. The F5402E is the industry's first OEM product to offer a single, integrated 4Gb RAID system with FC connectivity and SAS/SATA drives. The F5402E enables OEMs and Solution Integrators to create both primary and secondary data environments in one solution; providing maximum flexibility in a cost-effective, ultra-high performance solution with the scalability and functionality necessary for today's most rigorous applications.
- We announced the appointment of industry veteran John Casalapi as senior vice president of worldwide sales for the Storage and Network Systems division.
- We secured a new design win with Autodesk Inc., as well as with a number of other Tier 2 and Tier 3 customers. We also broadened our relationships with Compellent Inc. Technologies, Gateway and Omneon Video Networks.
- We were granted an extension to our beneficial tax status in Malaysia until 2012, which we anticipate will enable us to maintain our current tax rate.

Business Outlook

The following statements are based on current expectations. These statements are forward-looking, and actual results may differ materially. These statements do not include the potential impact of any future acquisitions or divestitures.

- Revenue in the third quarter of 2006 is projected to be in the range \$233 to \$248 million.
- Fully diluted earnings per share is anticipated to be between \$0.37 and \$0.47 on a GAAP basis in the third quarter. On a non-GAAP basis, fully diluted earnings per share is anticipated to be between \$0.44 and \$0.54. Non-GAAP earnings per share excludes non-cash equity compensation, amortization of intangible assets and related taxation expense.

Conference Call/Webcast Information

The company will host a conference call to discuss its results at 2:00 p.m. PT/5:00 p.m. ET on Wednesday, June 21, 2006.

The conference call can be accessed online via the company's website www.xyratex.com/investors, or by telephone as follows:

United States (800) 591-6944
Outside the United States (617) 614-4910
Passcode 59935802

A replay will be available via the company's website www.xyratex.com/investors, or can be accessed by telephone through June 28, 2006 as follows:

United States (888) 286-8010
Outside the United States (617) 801-6888
Passcode 89480798

Safe Harbor Statement

This press release contains forward looking statements. These statements relate to future events or our future financial performance, including our projected revenue and fully diluted earnings per share data (on a GAAP and non-GAAP basis) for the third quarter. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Factors that might cause such a difference include our inability to compete successfully in the competitive and rapidly changing marketplace in which we operate, failure to retain key employees, cancellation or delay of projects and adverse general economic conditions in the United States and internationally. These risks and other factors include those listed under "Risk Factors" and elsewhere in our Annual Report on Form 20-F as filed with the Securities and Exchange Commission (File No. 000-50799). In some cases, you can identify forward-looking statements by terminology such as may, will, should, expects, intends, plans, anticipates, believes, estimate or potential, continue, or the negative of these terms or other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.

About Xyratex

Xyratex is a leading provider of modular enterprise class data storage subsystems and storage process technology. The company designs and manufactures enabling technology that provides OEM and disk drive manufacturer customers with data storage products to support high-performance storage and data communication networks. Xyratex has over 20 years of experience in research and development relating to disk drives, storage systems and high-speed communication protocols.

Founded in 1994 in a management buy-out from IBM, and with its headquarters in the UK, Xyratex has an established global base with R&D and operational facilities in Europe, the United States and South East Asia. For more information, visit www.xyratex.com.

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XYRATEX LTD
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

| | Three Months Ended, May 31, 2006 | May 31, 2005 | Six Months Ended May 31, 2006 | May 31, 2005 |
|---|--|-----------------|-------------------------------------|-----------------|
| (US dollars in thousands, except per share amounts) | | | | |
| Revenues: | | | | |
| Storage and Network Systems | \$153,738 | \$100,591 | \$282,568 | \$189,422 |
| Storage Infrastructure | 135,144 | 69,013 | 196,831 | 122,705 |
| Total revenues | 288,882 | 169,604 | 479,399 | 312,127 |
| Cost of revenues | | | | |
| | 226,853 | 132,353 | 379,801 | 245,193 |
| Gross profit: | | | | |
| Storage and Network Systems | 20,504 | 16,081 | 40,015 | 30,250 |
| Storage Infrastructure | 41,778 | 21,170 | 59,944 | 36,684 |
| Equity compensation | (253) | - | (361) | |
| Total gross profit | 62,029 | 37,251 | 99,598 | 66,934 |
| Operating expenses: | | | | |
| Research and development | 19,402 | 12,858 | 35,864 | 23,420 |
| Selling, general and administrative | 15,955 | 9,105 | 28,818 | 17,700 |
| Amortization of intangible assets | 1,185 | 328 | 2,375 | 726 |
| In process research and development | - | 2,230 | - | 2,230 |
| Total operating expenses | 36,542 | 24,521 | 67,057 | 44,076 |
| Operating income | 25,487 | 12,730 | 32,541 | 22,858 |
| Other income | 1,965 | | 1,965 | |
| Interest income, net | 233 | 320 | 438 | 669 |
| Income before income taxes | 27,685 | 13,050 | 34,944 | 23,527 |
| Provision for income taxes | 3,109 | 2,000 | 3,931 | 3,034 |
| Net income | 24,576 | 11,050 | 31,013 | 20,493 |
| Net earnings per share: | | | | |
| Basic | \$0.86 | \$0.39 | \$1.08 | \$0.73 |
| Diluted | \$0.83 | \$0.38 | \$1.05 | \$0.71 |
| Weighted average common shares (in thousands), used in computing net earnings per share: | | | | |
| Basic | 28,670 | 28,372 | 28,589 | 28,246 |
| Diluted | 29,739 | 29,089 | 29,511 | 28,993 |

XYRATEX LTD
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

| | May 31, 2006 | November 30, 2005 |
|--|---------------------------------------|----------------------|
| | (US dollars and amounts in thousands) | |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$47,356 | \$41,240 |
| Accounts receivable, net | 113,238 | 82,449 |
| Inventories | 123,579 | 71,543 |
| Prepaid expenses | 2,452 | 2,244 |
| Deferred income taxes | 8,093 | 6,480 |
| Other current assets | 6,650 | 3,236 |
| Total current assets | 301,368 | 207,192 |
| Property, plant and equipment, net | 32,207 | 25,643 |
| Intangible assets, net | 53,551 | 50,904 |
| Deferred income taxes | 11,170 | 17,551 |
| Total assets | \$398,296 | \$301,290 |
| LIABILITIES AND SHAREHOLDERS EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$122,985 | \$79,927 |
| Acquisition note payable | 3,000 | 3,000 |
| Short-term borrowings | 4,000 | 4,000 |
| Employee compensation and benefits payable | 12,338 | 13,620 |
| Deferred revenue | 27,362 | 16,434 |
| Income taxes payable | 606 | 421 |
| Other accrued liabilities | 21,475 | 15,506 |
| Total current liabilities | 191,766 | 132,908 |
| Long-term debt | 5,000 | 7,000 |
| Total liabilities | 196,766 | 139,908 |
| Shareholders equity | | |
| Common shares of Xyratex Ltd (in thousands), par value \$0.01 per share 70,000 authorized, 28,723 and 28,437 issued and outstanding | 287 | 284 |
| Additional paid-in capital | 340,032 | 333,886 |
| Accumulated other comprehensive income (loss) | 1,630 | (1,356) |
| Accumulated deficit | (140,419) | (171,432) |
| Total shareholders equity | 201,530 | 161,382 |
| Total liabilities and shareholders equity | \$398,296 | \$301,290 |

XYRATEX LTD
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

| | Six Months Ended | |
|---|----------------------------------|----------------|
| | May 31, | May 31, |
| | 2006 | 2005 |
| | (US dollars in thousands) | |
| Cash flows from operating activities: | | |
| Net income from continuing operations | \$ 31,013 | \$ 20,493 |
| Adjustments to reconcile net income to net cash used in operating activities: | | |
| Depreciation | 4,421 | 3,166 |
| Amortization of intangible assets | 2,375 | 726 |
| Non-cash equity compensation | 3,324 | 381 |
| Bonus paid by trust | | 144 |
| Other income disposal of product line | (1,965) |) |
| Changes in assets and liabilities, net of impact of acquisitions and divestitures | | |
| Accounts receivable | (30,789) | (15,291) |
| Inventories | (52,036) | (18,696) |
| Prepaid expenses and other current assets | (1,219) | (1,658) |
| Accounts payable | 43,058 | 21,715 |
| Employee compensation and benefits payable | (1,282) | 284 |
| Deferred revenue | 10,928 | 1,069 |
| Income taxes payable | 185 | (160) |
| Deferred income taxes | 4,388 | 4,104 |
| Other accrued liabilities | 5,095 | (1,364) |
| Net cash provided by operating activities | 17,496 | 14,913 |
| Cash flows from investing activities: | | |
| Investments in property, plant and equipment | (10,985) | (4,524) |
| Disposal of product line | 1,965 | |
| Acquisition of business, net of cash received | (3,185) | (5,131) |
| Net cash used in investing activities | (12,205) | (9,655) |
| Cash flows from financing activities: | | |
| Net payments of long-term borrowings | (2,000) | (2,000) |
| Payment of acquisition note payable | | (2,000) |
| Proceeds from issuance of shares | 2,825 | 1,842 |
| Net cash provided by (used in) financing activities | 825 | (2,158) |
| Change in cash and cash equivalents | 6,116 | 3,100 |
| Cash and cash equivalents at beginning of period | 41,240 | 63,495 |
| Cash and cash equivalents at end of period | \$ 47,356 | \$ 66,595 |

XYRATEX LTD
UNAUDITED RECONCILIATION OF GAAP NET INCOME FROM CONTINUING OPERATIONS
TO NON-GAAP NET INCOME

| | Three Months Ended GAAP May 31, 2006 (US dollars in thousands, except per share amounts) | Non-GAAP Adjustment (a) | Non-GAAP May 31, 2006 |
|---|--|-------------------------------|-----------------------------|
| Revenues: | | | |
| Storage and Network Systems | \$ 153,738 | | \$ 153,738 |
| Storage Infrastructure | 135,144 | | 135,144 |
| Total revenues | 288,882 | | 288,882 |
| Cost of revenues | 226,853 | (253) | 226,600 |
| Gross profit: | | | |
| Storage and Network Systems | 20,504 | | 20,504 |
| Storage Infrastructure | 41,778 | | 41,778 |
| Equity compensation | (253) | 253 | |
| Total gross profit | 62,029 | | 62,282 |
| Operating expenses: | | | |
| Research and development | 19,402 | (534) | 18,868 |
| Selling, general and administrative | 15,955 | (1,168) | 14,787 |
| Amortization of intangible assets | 1,185 | (1,185) | |
| Total operating expenses | 36,542 | | 33,655 |
| Operating income | 25,437 | | 28,627 |
| Other income | 1,965 | | (1,965) |
| Interest income, net | 233 | | 233 |
| Income before income taxes | 27,685 | | 28,860 |
| Provision for income taxes | 3,109 | 255 | 3,364 |
| Net income | 24,576 | | 25,496 |
| Net earnings per share: | | | |
| Basic | \$ 0.86 | | \$ 0.89 |
| Diluted | \$ 0.83 | | \$ 0.85 |
| Weighted average common shares (in thousands), used in computing net earnings per share: | | | |
| Basic | 28,670 | | 28,670 |
| Diluted | 29,739 | 373 | 30,112 |

XYRATEX LTD
UNAUDITED RECONCILIATION OF GAAP NET INCOME FROM CONTINUING OPERATIONS
TO NON-GAAP NET INCOME

| | Six Months Ended GAAP May 31, 2006 (US dollars in thousands, except per share amounts) | Non-GAAP Adjustment (a) | Non-GAAP May 31, 2006 |
|---|--|-------------------------------|-----------------------------|
| Revenues: | | | |
| Storage and Network Systems | \$ 282,568 | | \$ 282,568 |
| Storage Infrastructure | 196,831 | | 196,831 |
| Total revenues | 479,399 | | 479,399 |
| Cost of revenues | 379,801 | (361) | 379,440 |
| Gross profit: | | | |
| Storage and Network Systems | 40,015 | | 40,015 |
| Storage Infrastructure | 59,944 | | 59,944 |
| Equity compensation | (361) | 361 | |
| Total gross profit | 99,598 | | 99,959 |
| Operating expenses: | | | |
| Research and development | 35,864 | (819) | 35,045 |
| Selling, general and administrative | 28,818 | (2,144) | 26,674 |
| Amortization of intangible assets | 2,375 | (2,375) | |
| Total operating expenses | 67,057 | | 61,719 |
| Operating income | 32,541 | | 38,240 |
| Other income | (1,965) | | |
| Interest income, net | 438 | | 438 |
| Income before income taxes | 34,944 | | 38,678 |
| Provision for income taxes | 3,931 | 953 | 4,884 |
| Net income | 31,013 | | 33,794 |
| Net earnings per share: | | | |
| Basic | \$ 1.08 | | \$ 1.18 |
| Diluted | \$ 1.05 | | \$ 1.13 |
| Weighted average common shares (in thousands), used in computing net earnings per share: | | | |
| Basic | 28,589 | | 28,589 |
| Diluted | 29,511 | 305 | 29,816 |

XYRATEX LTD
UNAUDITED RECONCILIATION OF GAAP NET INCOME FROM CONTINUING OPERATIONS
TO NON-GAAP NET INCOME

| | Three Months Ended | | Non-GAAP |
|---|--|----------|-------------------|
| | GAAP | | Adjustment |
| | May 31, | | (a) |
| | 2005 | | 2005 |
| | (US dollars in thousands, except per share amounts) | | |
| Revenues: | | | |
| Storage and Network Systems | \$ 100,591 | | \$ 100,591 |
| Storage Infrastructure | 69,013 | | 69,013 |
| Total revenues | 169,604 | | 169,604 |
| Cost of revenues | | | |
| | 132,353 | | 132,353 |
| Gross profit: | | | |
| Storage and Network Systems | 16,081 | | 16,081 |
| Storage Infrastructure | 21,170 | | 21,170 |
| Total gross profit | 37,251 | | 37,251 |
| Operating expenses: | | | |
| Research and development | 12,858 | | 12,858 |
| Selling, general and administrative | 9,105 | (191) | 8,914 |
| Amortization of intangible assets | 328 | (328) | |
| In process research and development | 2,230 | (2,230) | |
| Total operating expenses | 24,521 | | 21,772 |
| Operating income | 12,730 | | 15,479 |
| Interest income, net | 320 | | 320 |
| Income before income taxes | 13,050 | | 15,799 |
| Provision for income taxes | 2,000 | 767 | 2,767 |
| Net income | 11,050 | | 13,032 |
| Net earnings per share: | | | |
| Basic | \$ 0.39 | | \$ 0.46 |
| Diluted | \$ 0.38 | | \$ 0.45 |
| Weighted average common shares (in thousands), used in computing net earnings per share: | | | |
| Basic | 28,372 | | 28,372 |
| Diluted | 29,089 | | 29,089 |

XYRATEX LTD
UNAUDITED RECONCILIATION OF GAAP NET INCOME FROM CONTINUING OPERATIONS
TO NON-GAAP NET INCOME

| | Six Months Ended GAAP May 31, 2005 (US dollars in thousands, except per share amounts) | Non-GAAP Adjustment (a) | Non-GAAP May 31, 2005 |
|---|--|-------------------------------|-----------------------------|
| Revenues: | | | |
| Storage and Network Systems | \$189,422 | | \$189,422 |
| Storage Infrastructure | 122,705 | | 122,705 |
| Total revenues | 312,127 | | 312,127 |
| Cost of revenues | 245,193 | | 245,193 |
| Gross profit: | | | |
| Storage and Network Systems | 30,250 | | 30,250 |
| Storage Infrastructure | 36,684 | | 36,684 |
| Total gross profit | 66,934 | | 66,934 |
| Operating expenses: | | | |
| Research and development | 23,420 | | 23,420 |
| Selling, general and administrative | 17,700 | (381) | 17,319 |
| Amortization of intangible assets | 726 | (726) | |
| In process research and development | 2,230 | (2,230) | |
| Other income | | | |
| Total operating expenses | 44,076 | | 40,739 |
| Operating income | 22,858 | | 26,195 |
| Interest income, net | 669 | | 669 |
| Income before income taxes | 23,527 | | 26,864 |
| Provision for income taxes | 3,034 | 887 | 3,921 |
| Net income | 20,493 | | 22,943 |
| Net earnings per share: | | | |
| Basic | \$0.73 | | \$0.81 |
| Diluted | \$0.71 | | \$0.79 |
| Weighted average common shares (in thousands), used in computing net earnings per share: | | | |
| Basic | 28,246 | | 28,246 |
| Diluted | 28,993 | | 28,993 |

(a) Non-GAAP Adjustment for the three and six month periods ended May 31, 2006 and May 31, 2005 includes non-cash amortization of intangible assets and non-cash equity compensation expense. Non-GAAP Adjustment for the three and six month periods ended May 31, 2006 also includes income from the sale of a product line. Non-GAAP Adjustment for the three and six month periods ended May 31, 2005 also includes in-process research and development expense. The Non-GAAP Adjustment for these periods also include the related tax effects.

We believe these Non-GAAP measures are useful to investors because they provide an alternative method of measuring the operating performance of our business by excluding certain expenses, gains and losses which we believe are not indicative of our core operating results.

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.

XYRATEX LTD
(Registrant)

By /s/ RICHARD PEARCE
Name: Richard Pearce
Title: Chief Financial Officer

Date: June 21, 2006