

PARADYNE NETWORKS INC
Form 8-K
July 26, 2004

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): July 26, 2004

Paradyne Networks, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-26485
(Commission File Number)

75-2658219
(I.R.S. Employer
Identification No.)

8545 126th Avenue North
Largo, Florida 33773

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(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code: (727) 530-2000

N/A

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events and Required FD Disclosure.

On July 26, 2004, Paradyne Networks, Inc. (the Company) announced that it has entered into a purchase agreement to purchase substantially all of the assets of Net to Net Technologies, Inc. Additional information with regard to the foregoing is contained in the press release attached hereto as Exhibit 99.1.

Item 7. Financial Statements, *Pro Forma* Financial Information and Exhibits.

(c) Exhibits.

The following exhibit is filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 26, 2004

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 hereunto duly authorized.

Date: July 26, 2004

Paradyne Networks, Inc.

/s/ Patrick M. Murphy

Patrick M. Murphy
Senior Vice President, Chief Financial
Officer, Treasurer and Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated July 26, 2004