

PARADYNE NETWORKS INC  
Form 8-K  
July 26, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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

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**Paradyne Networks, Inc.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-26485**  
(Commission File Number)

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

8545 126<sup>th</sup> 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)

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**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

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

**EXHIBIT INDEX**

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