

SILICON GRAPHICS INC  
Form 8-K  
February 27, 2004

---

---

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): **February 26, 2004 (February 17, 2004)**

**SILICON GRAPHICS INC.**

(Exact name of Registrant as Specified in Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-10441**

(Commission File Number)

**94-2789662**

(IRS Employer Identification No.)

**1500 Crittenden Lane**

**Mountain View, California**

(Address of Principal Executive  
Offices)

**94043-1351**

(Zip Code)

**(650) 960-1980**

Registrant's telephone number, including area code

**N/A**

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

---

---

**Item 5. Other Events.**

On February 17, 2004, Silicon Graphics, Inc. (the "**Company**") issued a press release announcing that it had agreed to sell 18,181,818 shares of its common stock, par value \$0.001 per share (the "**Common Stock**"), for an aggregate purchase price of \$50 million to certain institutional investors in a private placement transaction. The Company also announced that these same investors had agreed to convert up to \$40 million of the Company's 6.50% Senior Secured Convertible Notes due 2009 (the "**Notes**") into shares of Common Stock. These investors have completed the conversion of their Notes in an aggregate principal amount of \$23.98 million. In connection with the conversion, the Company issued 20,143,520 shares of Common Stock.

---

**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.

**SILICON GRAPHICS INC.**

Dated: February 26, 2004  
\_\_\_\_\_

By: /s/ Sandra M. Escher  
\_\_\_\_\_

Name: Sandra M. Escher  
Title: Senior Vice President and  
General Counsel