

NETGEAR INC  
Form 8-K  
May 10, 2004

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**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 1933**

**May 5, 2004**

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**Date of Report (date of earliest event reported)  
NETGEAR, Inc.**

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**(Exact name of Registrant as specified in its charter)**

**Delaware**

**000-50350**

**77-0419172**

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**(State or other jurisdiction of  
incorporation or organization)**

**(Commission File Number)**

**(I.R.S. Employer  
Identification Number)**

**4500 Great America Parkway  
Santa Clara, California 95054**

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**(Address of principal executive offices)  
(408) 907-8000**

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**(Registrant's telephone number, including area code)**

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ITEM 7. Financial Statements and Exhibits.

ITEM 12. Results of Operations and Financial Condition.

SIGNATURE

EXHIBIT 99.1

EXHIBIT 99.2

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**ITEM 7. Financial Statements and Exhibits.**

(c) Exhibits

The following exhibit is furnished herewith:

99.1 Press Release, dated May 5, 2004, of NETGEAR, Inc. announcing its financial results for the fiscal quarter ended March 28, 2004

99.2 Transcript of conference call held on May 5, 2004 to discuss NETGEAR, Inc. s financial results for the fiscal quarter ended March 28, 2004

**ITEM 12. Results of Operations and Financial Condition.**

The following information (including any exhibits attached to this Current Report) is being furnished pursuant to Item 12, Results of Operations and Financial Condition. This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On May 5, 2004, NETGEAR, Inc. issued a press release announcing its financial results for its quarter ended March 28, 2004 and held a conference call to discuss its financial results for its quarter ended March 28, 2004. The full text of the press release and a transcript of the conference call are attached hereto as Exhibits 99.1 and 99.2, respectively, to this Current Report.

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SIGNATURE

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.

Dated: May 10, 2004

**NETGEAR, Inc.**

By: /s/ Jonathan R. Mather  
Jonathan R. Mather  
Executive Vice President and Chief  
Financial Officer

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<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release, dated May 5, 2004, of NETGEAR, Inc. announcing its financial results for the fiscal quarter ended March 28, 2004
99.2	Transcript of conference call held on May 5, 2004 to discuss NETGEAR, Inc. s financial results for the fiscal quarter ended March 28, 2004