

MONSTER WORLDWIDE INC
Form 8-K
October 21, 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): **October 19, 2004**

Monster Worldwide, Inc.

(Exact name of issuer as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

0-21571
(Commission File Number)

13-3906555
(IRS Employer Identification No.)

**622 Third Avenue
New York, NY 10017**

(Address of Principal Executive Offices)

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Registrant's telephone number, including area code (212) 351-7000

None.

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 19, 2004, Monster Worldwide, Inc. (the Company) announced its results of operations for the quarter and nine months ended September 30, 2004. A copy of the Company's press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

Included in the press release issued by the Company and furnished herewith as Exhibit 99.1 are certain non-GAAP financial measures. The Company has provided certain non-GAAP financial information as additional information for its operating results. These measures are not in accordance with, or an alternative for, generally accepted accounting principles and may be different from non-GAAP measures reported by other companies. The Company believes that its presentation of non-GAAP measures such as non-GAAP operating income, non-GAAP earnings per share, adjusted EBITDA, net cash and free cash flow provide useful information to management and investors regarding certain financial and business trends relating to its financial condition and results of operations. In addition, the Company's management uses these measures for reviewing the financial results of the Company and for budget planning purposes. Non-GAAP operating income, income from continuing operations and related per share information exclude business reorganization, spin-off and other special charges and any tax benefits thereon. Non-GAAP operating income is a measure used by the Company in reviewing business trends and the financial results of its reportable segments. These measures are also the primary basis upon which the Company prepares its budgets and forecasts. Adjusted EBITDA is one of the measures that determines the Company's ability to borrow under its \$100 million credit facility. If the Company failed to meet the required level of adjusted EBITDA as defined in its credit agreement, the lender may terminate the agreement, requiring the Company to repay any outstanding amount. EBITDA and adjusted EBITDA are non-GAAP measures and should not be considered in isolation, or as a substitute for, operating income, cash flows from operating activities or as a measure of the Company's profitability or liquidity. EBITDA and adjusted EBITDA reflected herein may not be comparable with similarly titled measures reported by other companies. Free cash flow is defined as cash flow from operating activities or operating activities of continuing operations, less capital expenditures. Free cash flow is considered a liquidity measure and provides useful information about the Company's ability to generate cash after investments in property and equipment. Free cash flow reflected herein is a non-GAAP measure and may not be comparable to similarly titled measures reported by other companies. Free cash flow does not reflect the total change in the Company's cash position for the period and should not be considered a substitute for such a measure. Net cash is defined as cash and cash equivalents after subtracting total debt. Net cash is considered a measure of the Company's liquidity and reflects the amount of cash and cash equivalents that would remain with the Company after paying off its contractual debt obligations. Net cash also provides information to investors regarding the effect that each period's borrowings have on the Company's balance of cash and cash equivalents. Net cash presented herein is a non-GAAP measure and may not be comparable to similarly titled measures reported by other companies.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Businesses Acquired.

Not Applicable.

(b) Pro Forma Financial Information.

Not Applicable.

(c) Exhibits.

99.1 Press Release of the Company issued on October 19, 2004, relating to its third quarter 2004 results.

(All other items on this report are inapplicable.)

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.

MONSTER WORLDWIDE, INC.
(Registrant)

By: /s/ Michael Sileck
Michael Sileck
Chief Financial Officer

Dated: October 20, 2004