

PARADYNE NETWORKS INC
Form 8-K
January 20, 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): January 20, 2004

PARADYNE NETWORKS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other)	000-26485 (Commission)	75-2658219 (IRS Employer)
Jurisdiction of Incorporation)	File Number)	Identification No.)

8545 126th Avenue North, Largo, FL 33773

(Addresses of Principal Executive Offices, including Zip Code)

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(727) 530-2000

(Registrant's Telephone Number, including Area Code)

Item 5. Other Events and Required FD Disclosure.

The Company is attaching as Exhibit 99.1 to this Current Report on Form 8-K a copy of its updated Risk Factors.

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	Updated Risk Factors.

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.

PARADYNE NETWORKS, INC.

/s/ Patrick M. Murphy

Patrick M. Murphy

*Senior Vice President, Chief Financial Officer, Secretary and
Treasurer*

Date: January 20, 2004

INDEX TO EXHIBITS

Exhibit No.

Description

99.1

Updated Risk Factors.