

PARADYNE NETWORKS INC  
Form 8-K  
February 17, 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): February 13, 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.)

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8545 126<sup>th</sup> Avenue North

Largo, Florida 33773

(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 February 13, 2004, Paradyne Networks, Inc. (the Company ) announced the sale by funds affiliated with the Texas Pacific Group ( TPG ) of approximately 11 million shares of the Company s common stock, representing all of TPG s ownership in the Company. 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 February 13, 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: February 13, 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 February 13, 2004