

PARADYNE NETWORKS INC  
Form 8-K  
January 20, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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**

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**PARADYNE NETWORKS, INC.**

(Exact Name of Registrant as Specified in Charter)

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

**8545 126<sup>th</sup> 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)

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**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:

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
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

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Patrick M. Murphy

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

Date: January 20, 2004

**INDEX TO EXHIBITS**

**Exhibit No.**

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**Description**

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99.1

Updated Risk Factors.