PARAMETRIC TECHNOLOGY CORP
Form 8-K
February 03, 2003

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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 1934


       Date of Report (Date of earliest event reported):


                       JANUARY 29, 2003




               PARAMETRIC TECHNOLOGY CORPORATION
        (Exact name of registrant as specified in its charter)




Massachusetts                 0-18059                 04-2866152
(State or other jurisdiction  (Commission File        (IRS Employer
of incorporation)             Number)                 Identification No.)




         140 KENDRICK STREET, NEEDHAM, MASSACHUSETTS 02494

         (Address of principal executive offices and zip code)

Registrant's telephone number,including area code:

                       (781) 370-5000
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ITEM 5. OTHER EVENTS.

In our Annual Report on Form 10-K for the fiscal year ended September 30, 2002
(the "Form 10-K"), which was filed with the Securities and Exchange Commission
on January 28, 2003, we reported that we had received a Nasdaq Staff
Determination letter indicating that, due to the delayed filing of the Form
10-K, we were not in compliance with Nasdaq's continued listing rules and that
our common stock was subject to potential delisting from The Nasdaq National
Market.

On January 29, 2003, we received a letter from the Nasdaq Listing Qualifications
Panel confirming that we are now in compliance with all requirements for
continued listing on The Nasdaq National Market. As a result, the letter "E" has
been removed from our stock ticker symbol effective January 31, 2003, and the
previously scheduled hearing on our compliance has been cancelled.

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                          SIGNATURES
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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 3, 2003

PARAMETRIC TECHNOLOGY CORPORATION

By: /s/   Thomas L. Beaudoin

Thomas L. Beaudoin
Senior Vice President and Acting Chief Financial Officer