

PARADYNE NETWORKS INC  
Form 425  
July 21, 2005

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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): July 20, 2005**

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**ZHONE TECHNOLOGIES, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

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**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**0-32743**  
**(Commission File Number)**

**22-3509099**  
**(IRS Employer**  
  
**Identification No.)**

**7001 Oakport Street, Oakland, CA**  
**(Address of Principal Executive Offices)**

**94621**  
**(Zip Code)**

**Registrant's telephone number, including area code: (510) 777-7000**

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

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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 (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On July 20, 2005, Zhone Technologies, Inc. ( *Zhone* ) held a conference call to discuss, among other things, its preliminary unaudited financial results for the quarter ended June 30, 2005. The transcript of the conference call is furnished herewith as Exhibit 99.1.

The information in this Form 8-K, including the accompanying exhibit, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the *Exchange Act* ), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 8.01. Other Events.**

The matters described in Item 2.02 above are incorporated in this Item 8.01 by reference.

The information in this Form 8-K, including the accompanying exhibit, shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Conference Call Transcript.

**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.

ZHONE TECHNOLOGIES, INC.

Date: July 21, 2005

By:           /s/ Kirk Misaka          

Name: Kirk Misaka  
Title: Chief Financial Officer

**EXHIBIT INDEX**

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