

VASCO DATA SECURITY INTERNATIONAL INC  
Form 8-K  
February 23, 2011

# 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): February 17, 2011

## VASCO Data Security International, Inc.

(Exact name of registrant as specified in charter)

Delaware  
(State or other jurisdiction

of incorporation)

000-24389  
(Commission

File Number)

36-4169320  
(IRS Employer

Identification No.)

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1901 South Meyers Road, Suite 210

Oakbrook Terrace, Illinois  
(Address of principal executive offices)

60181  
(Zip Code)

Registrant's telephone number, including area code: (630) 932-8844

N/A

(Former name or former address, if changed since last report)

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))

**ITEM 2.02 Results of Operations and Financial Condition**

The information contained in this Form 8-K shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On February 17, 2011, VASCO Data Security International, Inc. (VASCO) issued a press release providing a financial update for the fourth quarter and twelve months ended December 31, 2010. The full text of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

On February 17, 2011, VASCO held a conference call with investors to discuss VASCO's earnings and results of operations for the fourth quarter and twelve months ended December 31, 2010. A prepared script of the conference call is furnished as Exhibit 99.2 to this Current Report on Form 8-K. A transcript of the conference call is furnished as Exhibit 99.3 to this Current Report on Form 8-K.

The press release and the comments by VASCO during the conference call contained a non-GAAP financial measure within the meaning of the Securities and Exchange Commission's Regulation G. For purposes of Regulation G, a non-GAAP financial measure is a numerical measure of a registrant's historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet or statement of cash flows (or equivalent statements) of the issuer; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented.

The press release contained a reference to EBITDA and provided a reconciliation of EBITDA to net income. EBITDA, which is earnings before interest, taxes, depreciation and amortization, is computed by adding back net interest expense, income tax expense, depreciation expense, and amortization expense to net income as reported.

**ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits. The following Exhibits are furnished herewith:

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press release, dated February 17, 2011.
99.2	Prepared script of February 17, 2011 Earnings Conference Call.
99.3	Transcript of February 17, 2011 Earnings Conference Call.

**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.

Date: February 23, 2011

VASCO Data Security International, Inc.

/s/ Clifford K. Bown  
Clifford K. Bown  
Chief Financial Officer

**EXHIBIT INDEX**

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