

SMITH MICRO SOFTWARE INC

Form 8-K

March 03, 2005

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**UNITED STATES
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) March 3, 2005

Smith Micro Software, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------|--------------------------------------|
| Delaware | 0-26536 | 33-0029027 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 51 Columbia, Suite 200, Aliso Viejo, California | | 92656 |
| (Address of principal executive offices) | | (Zip Code) |
| Registrant's telephone number, including area code (949) 362-5800 | | |
| | None | |

(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:

- Written communications pursuant to Rule 425 under the Securities Act
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 4d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 2.02. Results of Operations and Financial Condition.

On March 3, 2005, the Registrant issued a press release which reaffirmed its prior outlook for the first quarter of 2005. A copy of the press release is set forth as Exhibit 99.1 and is incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 2.02, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

Item 9.01 Financial Statements and Exhibits.

9.01(c) Exhibits.

99.1 Press Release of Smith Micro Software, Inc. dated March 3, 2005, furnished pursuant to Item 2.02.

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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.

SMITH MICRO SOFTWARE, INC.
(Registrant)

March 3, 2005
Date

By: /s/ William W. Smith, Jr.
Name: William W. Smith, Jr.
Title: President and Chief Executive
Officer

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Exhibit Number

Exhibit

99.1

Press Release of Smith Micro Software, Inc. dated March 3, 2005.