

OPNET TECHNOLOGIES INC
Form 8-K
October 28, 2003

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): **October 28, 2003**

OPNET Technologies, Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction)

of incorporation

7255 Woodmont Avenue, Bethesda, MD
(Address of principal executive offices)

000-30931
(Commission

File Number)

52-1483235
(IRS Employer

Identification No.)

20814
(Zip Code)

Registrant's telephone number, including area code: **(240) 497-3000**

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

Item 9. Regulation FD Disclosure (Information furnished pursuant to Item 12, Disclosure of Results of Operations and Financial Condition).

On October 28, 2003, OPNET Technologies, Inc. announced its financial results for the quarter ended September 30, 2003. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with the procedural guidance in SEC Release No. 33-8216, the information in this Form 8-K and the Exhibit attached hereto is being furnished under Item 9. Regulation FD Disclosure rather than under Item 12. Disclosure of Results of Operations and Financial Condition. The information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (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 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

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.

OPNET TECHNOLOGIES, INC.

Date: October 28, 2003

By:

/s/ JOSEPH W. KUHN

Joseph W. Kuhn
Vice President of Finance and Chief Financial
Officer

(Principal Financial and Accounting Officer)

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------------------------|
| 99.1 | Press release dated October 28, 2003 |