

INGRAM MICRO INC
Form 8-K
October 28, 2004

**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, 2004**

INGRAM MICRO INC.

(Exact Name of Registrant as Specified in Its Charter)

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|--|---|--|
| Delaware (State of Incorporation or organization) | 1-12203 (Commission File Number) | 62-1644402 (I.R.S. Employer Identification No.) |
|--|---|--|

**1600 E. St. Andrew Place
Santa Ana, CA 92799-5125**

(Address, including zip code of Registrant's principal executive offices)

Registrant's telephone number, including area code: (714) 566-1000

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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- 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.

On October 28, 2004, Ingram Micro Inc. (["Ingram Micro"]) issued a press release announcing Ingram Micro's financial results for its third quarter ended October 2, 2004 and an outlook for the fourth quarter ending January 1, 2005. A copy of the press release, together with the related financial schedules, are attached hereto as Exhibit 99.1, the text of which are incorporated under Item 2.02 of this Form 8-K by reference herein. This press release, together with the related financial schedules, are not to be deemed ["filed"] for purposes of Section 18 of the 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, or to form a part of Ingram Micro's public disclosure in the United States or otherwise.

Financial results excluding major-program costs associated with Ingram Micro's profit-enhancement program, as well as those including off-balance sheet debt, are considered non-GAAP and are presented as supplemental information, along with other financial metrics such as accounts receivable, and total borrowings including off-balance sheet debt, to enhance the public's understanding of, and highlight trends in, the company's financial results excluding reorganization costs and major-program costs. Ingram Micro's management utilizes these non-GAAP financial measures, along with primary GAAP measures, in analyzing and measuring the performance of the company's core operations from period to period.

Item 9.01 Financial Statements and Exhibits

Exhibit No. Description

99.1 Press Release dated October 28, 2004 and related financial schedules.

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.

INGRAM MICRO INC.

By: /s/ Larry C. Boyd

Name: Larry C. Boyd
Title: Senior Vice President,
Secretary and General Counsel

Date: October 28, 2004