

P COM INC  
Form 8-K  
February 10, 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):

February 8, 2005

P-Com, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-25356

77-0289371

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

3175 S. Winchester Boulevard, Campbell,  
California

95008

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

408.866.3666

Not Applicable

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 (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.**

On February 8, 2005, P-Com, Inc. (the "Registrant") issued a press release to report its financial results for its fourth quarter ended December 31, 2004 and full year 2004 results. Also, on that date, the Registrant held an investor conference call where management delivered prepared remarks relating to the Registrant's financial condition and results from operations for the quarter ended December 31, 2004 and full year 2004 results. The press release is attached hereto as Exhibit 99.1 and a copy of the transcript is attached hereto as Exhibit 99.2. Both Exhibits are incorporated herein in their entirety by reference.

The information contained herein and in the accompanying Exhibits 99.1 and 99.2 shall be incorporated by reference into any filing of the Registrant, whether made before or after the date hereof, where such incorporation is provided for, and shall be specifically incorporated by reference into our currently effective registration statements on Form S-1 and Form S-8. Except as provided in the previous sentence, the information in this Item 2.02, including Exhibits 99.1 and 99.2 hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

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

See Exhibit Index.

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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.

P-Com, Inc.

*February 10, 2005*

By: */s/ Daniel W. Rumsey*

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*Name: Daniel W. Rumsey*

*Title: Acting Chief Financial Officer and Vice-President*

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**Exhibit Index**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>  |
|---------------------------|--|
| 99.1                      | Press release of P-Com, Inc., dated February 8, 2005                       |
| 99.2                      | Transcript of P-Com, Inc. investor conference call, dated February 8, 2005 |

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