

SILICON GRAPHICS INC  
Form 8-K  
February 20, 2004

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 20, 2004 (February 16, 2004)**

**SILICON GRAPHICS INC.**

(Exact name of Registrant as Specified in Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-10441**

(Commission File Number)

**94-2789662**

(IRS Employer Identification No.)

**1500 Crittenden Lane**

**Mountain View, California**

(Address of Principal Executive  
Offices)

**94043-1351**

(Zip Code)

**(650) 960-1980**

Registrant's telephone number, including area code

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

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**Item 5. Other Events.**

On February 16, 2004, Silicon Graphics Inc. (the "**Company**") issued a press release announcing that it had agreed to sell 18,181,818 shares of its common stock, par value \$0.001 per share, for an aggregate purchase price of \$50 million to certain institutional investors in a private placement transaction. The parties entered into a Purchase Agreement, dated as of February 16, 2004 (the "**Purchase Agreement**"), in connection therewith.

**Item 7. Exhibits.**

10.1 Purchase Agreement between Silicon Graphics, Inc. and certain institutional investors dated as of February 16, 2004.

99.1 Press Release dated February 16, 2004

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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.

**SILICON GRAPHICS INC.**

Dated: February 20, 2004

By: /s/ Sandra M. Escher

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Name: Sandra M. Escher  
Title: Senior Vice President and  
General Counsel

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
10.1	Purchase Agreement between Silicon Graphics Inc. and certain institutional investors dated as of February 16, 2004
99.1	Press Release dated February 16, 2004