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BROWN TOM INC /DE  
Form 8-K  
March 22, 2002

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT: MARCH 22, 2002

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TOM BROWN, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation or organization)

0-3880  
(Commission File  
Number)

95-19  
(I.R.S.  
Identifica

555 SEVENTEENTH STREET  
SUITE 1850  
DENVER, COLORADO  
(Address of principal executive offices)

802  
(Zip

303-260-5000  
(Registrant's telephone number, including area code)

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TOM BROWN, INC.

Item 4. Changes in Registrant's Certifying Accountant.

On March 19, 2002, Arthur Andersen LLP ("Andersen") was dismissed as independent accountant for Tom Brown, Inc. (the "Company") effective upon completion of its audit of the Company's financial statements for the year ended December 31, 2001, and KPMG LLP ("KPMG") was appointed as the new independent

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accountant for the Company to replace Andersen for the year ending December 31, 2002. The decision to dismiss Andersen and to appoint KPMG was recommended by the Audit Committee of the Board of Directors and was approved by the Board of Directors at its meeting on March 19, 2002.

Andersen's reports on the Company's financial statements for the two fiscal years ended December 31, 2000 and December 31, 2001, did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the Company's two most recent fiscal years and the period from January 1, 2002 through March 19, 2002, there were no disagreements between the Company and Andersen on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Andersen, would have caused it to make reference to the subject matter of the disagreements in connection with its report.

As required under Securities and Exchange Commission regulations, the Company provided Andersen with a copy of this Item 4 and requested Andersen to furnish the Company with a letter addressed to the Commission stating whether it agrees with the statements by the Company in this Item 4 and, if not, stating the respects in which it does not agree. Andersen's letter is filed as Exhibit 16.1 to this Current Report.

Item 7. Exhibits.

- 16.1 Letter dated March 22, 2002, from Arthur Andersen LLP to the Securities and Exchange Commission.

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.

TOM BROWN, INC.

By: /s/ Daniel G. Blanchard

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 Daniel G. Blanchard  
 Executive Vice President and  
 Chief Financial Officer

Dated: March 22, 2002

EXHIBIT INDEX

Exhibit No. -----	Description -----
16.1	Letter dated March 22, 2002, from Arthur Andersen LLP to the

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Securities and Exchange Commission.