

SCANSOFT INC  
Form 8-K  
December 10, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 (Date of earliest event reported)

**December 6, 2004**

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**SCANSOFT, INC.**

(Exact name of registrant as specified in its charter)

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**DELAWARE**

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**000-27038**

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**94-3156479**

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**9 Centennial Drive  
Peabody, Massachusetts 01960**

(Address of Principal Executive Offices, including Zip Code)

**(978) 977-2000**

(Registrant's telephone number, including area code)

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 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))
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**Item 2.01. Completion of Acquisition or Disposition of Assets.**

On December 6, 2004, ScanSoft, Inc. ( ScanSoft ) completed its acquisition of all of the outstanding capital stock of Rhetorical Systems Ltd. ( Rhetorical ) for approximately £3.0 million in cash and 449,437 shares of ScanSoft common stock (valued at approximately \$1.7 million based on the closing price of ScanSoft s common stock on the Nasdaq National Market on December 6, 2004).

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

(a) and (b) All financial information required by this Item 9.01 in connection with ScanSoft s acquisition of Rhetorical will be filed by amendment to this Current Report on Form 8-K within seventy-one (71) calendar days from the date that this Current Report on Form 8-K must be filed.

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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.

**ScanSoft, Inc.**

By: /s/James R. Arnold, Jr.  
James R. Arnold, Jr.  
Chief Financial Officer

Date: December 10, 2004