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CONVERSION SERVICES INTERNATIONAL INC

Form 8-K/A November 30, 2004

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

FORM 8-K/A

AMENDMENT NO. 2

TO

CURRENT REPORT PURSUANT TO SECTION 13 OR SECTION 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934		
PURSUANT TO SECTION 13 OR SECT.	ION 15(D) OF THE SECURITIES	EXCHANGE ACT OF 1934
Date of Report (Date of earlies	t event reported) March 4	, 2004
Conversion Services International, Inc.		
(Exact name of registrant as specified in its charter)		
Delaware	0-30420	20-1010495
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
100 Eagle Rock Avenue East Hanover, New Jersey		07936
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number,	including area code (973)	560-9400
(Former name or forme	r address, if changed since	last report)

PORTIONS AMENDED:

The Registrant hereby amends Item 7 contained in the Registrant's Current Report on Form 8-K/A filed May 18, 2004 to provide the requisite financial information required by Item 7 including pro forma financial information. Except as set forth in Item 7 below, no other changes are made to the Registrant's Current Report on Form 8-K/A filed May 18, 2004.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Pro Forma Financial Information. Unaudited Financial Statements of DeLeeuw Associates, Inc. for the year ended December 31, 2003.
- (b) Exhibits.
- 99.1* Pro Forma Financial Statements for Conversion Services International, Inc. for the years ended December 31, 2003.

^{*} Filed herewith.

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Statements contained in this Current Report on Form 8-K/A, which are not historical facts, are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based largely on current expectations and are subject to a number of known and unknown risks, uncertainties and other factors beyond our control that could cause actual events and results to differ materially from these statements. These statements are not guarantees of future performance, and readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release. We undertake no obligation to update publicly any forward-looking statements.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

November 30, 2004 CONVERSION SERVICES INTERNATIONAL, INC.

By: /s/ Scott Newman

Name: Scott Newman

Title: President and Chief Executive

Officer