

ASIAINFO HOLDINGS INC
Form 8-K
October 28, 2004

UNITED STATES
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): October 28, 2004

AsiaInfo Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-15713
(Commission File Number)

752506390
(I.R.S. Employer
Identification No.)

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4th Floor, Zhongdian Information Tower, 6 Zhongguancun South Street
Haidian District, Beijing 100086, China
(Address of principal executive offices)

Registrant's telephone number, including area code +8610 6250 1658

(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 (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 communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure

AsiaInfo Holdings, Inc. is furnishing the information in this report on Form 8-K in order to clarify management's forecasted operating results for the IT services business we recently acquired from Lenovo Group Limited. We anticipate that the acquired business, which will operate under the name Lenovo-AsiaInfo, will contribute approximately \$7 million to our revenues for the fourth quarter of 2004. Because the recently acquired division has been operating under our control since October 1, 2004, the US\$7 million in expected revenue in the fourth quarter will result from operations during the full three months of that quarter. We also anticipate that the Lenovo-AsiaInfo division will be break even before amortization of intangible assets in the first quarter after the deal closing, which is the fourth quarter 2004. For more information on the acquisition, please see our Form 8-K filed on July 28, 2004, our Form 8-K filed on October 25, 2004 and our Form 10-Q filed on August 9, 2004.

This document contains forward-looking information about AsiaInfo's operating results and business prospects that involve substantial risks and uncertainties. You can identify these statements by the fact that they use words such as anticipate, estimate, expect, project, intend, plan, believe, and other words and terms of similar meaning in connection with any discussion of future operating or financial performance. Among the factors that could cause actual results to differ materially are the following: government telecommunications infrastructure and budgetary policy in China; our ability to maintain our concentrated customer base; the long and variable cycles for our products and services that can cause our revenues and operating results to vary significantly from period to period; our ability to meet our working capital requirements; our ability to retain our executive officers; our ability to attract and retain skilled personnel; potential liabilities we are exposed to because we extend warranties to our customers; risks associated with cost overruns and delays; our ability to develop or acquire new products or enhancements to our software products that are marketable on a timely and cost-effective basis; our ability to adequately protect our proprietary rights; the competitive nature of the markets we operate in; political and economic policies of the Chinese government. A further list and description of these risks, uncertainties, and other matters can be found in our Annual Report on Form 10-K for the fiscal year ended December 31, 2003, and in our periodic reports on Forms 10-Q and 8-K (if any) filed with the United States Securities and Exchange Commission and available at www.sec.gov <<http://www.sec.gov>>.

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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.

Date: October 28, 2004

AsiaInfo Holdings, Inc.

/s/ Ying Han

Name: Ying Han

Title: Executive Vice President

and Chief Financial Officer