

PHOENIX TECHNOLOGIES LTD

Form 8-K

October 11, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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 11, 2005

PHOENIX TECHNOLOGIES LTD.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

0-17111
(Commission File Number)

04-2685985
(IRS Employer

Identification No.)

915 Murphy Ranch Road, Milpitas, California
(Address of principal executive offices)

95035
(Zip Code)

Registrant's telephone number, including area code (408) 570-1000

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Not Applicable

(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 communication 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 communication 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 2.02. Results of Operations and Financial Condition.

On October 11, 2005, Phoenix Technologies Ltd. (the Company) issued a press release announcing its preliminary financial results for the quarter ended September 30, 2005. A copy of the press release is furnished as Exhibit 99.1 to this report.

Item 8.01. Other Events.

On October 11, 2005, the Company announced that the Board of Directors has authorized the Company to repurchase up to \$15 million of its outstanding common stock over the next 12 months. Repurchases would be made through brokers and dealers in the public market.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Phoenix Technologies Ltd. Press Release dated October 11, 2005.

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.

PHOENIX TECHNOLOGIES LTD.

By: /s/ Scott C. Taylor

Scott C. Taylor

Vice President, General Counsel and Secretary

Date: October 11, 2005

EXHIBIT INDEX

Exhibit No.	Description
99.1	Phoenix Technologies Ltd. Press Release dated October 11, 2005.