

INGRAM MICRO INC  
Form 8-K  
April 28, 2005

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**UNITED STATES  
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):  
April 28, 2005**

**INGRAM MICRO INC.**

(Exact Name of Registrant as Specified in Its Charter)

<b>Delaware (State of Incorporation or organization)</b>	<b>1-12203 (Commission File Number)</b>	<b>62-1644402 (I.R.S. Employer Identification No.)</b>
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**1600 E. St. Andrew Place  
Santa Ana, CA 92799-5125**

**(Address, including zip code of Registrant's principal executive offices)**

**Registrant's telephone number, including area code: (714) 566-1000**

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 2.02. Results of Operations and Financial Condition.**

On April 28, 2005, Ingram Micro Inc. ("Ingram Micro") issued a press release announcing Ingram Micro's financial results for the period ended April 2, 2005 and an outlook for the second quarter ending July 2, 2005. A copy of the press release, together with the related financial schedules, are attached hereto as Exhibit 99.1, the text of which are incorporated under Item 12 of this Form 8-K by reference herein. This press release, together with the related financial schedules, are not to be deemed "filed" for purposes of Section 18 of the Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing, or to form a part of Ingram Micro's public disclosure in the United States or otherwise.

Financial results excluding major-program costs associated with Ingram Micro's profit-enhancement program, as well as those including off-balance sheet debt, are considered non-GAAP and are presented as supplemental information, along with other financial metrics such as accounts receivable, and total borrowings including off-balance sheet debt, to enhance the public's understanding of, and highlight trends in, the company's financial results excluding reorganization costs and major-program costs. Ingram Micro's management utilizes these non-GAAP financial measures, along with primary GAAP measures, in analyzing and measuring the performance of the company's core operations from period to period.

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

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated April 28, 2005 and related financial schedules. 2

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**SIGNATURE**

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.

**INGRAM MICRO INC.**

By:           /s/ Larry C. Boyd          

Name: Larry C. Boyd  
Title: Senior Vice President, Secretary  
and General Counsel

Date: April 28, 2005