

VERITAS SOFTWARE CORP /DE/

Form 8-K

October 26, 2004

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**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 26, 2004**

VERITAS Software Corporation

(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Delaware (State or other jurisdiction of incorporation) | 000-26247 (Commission File Number) | 77-0507675 (IRS Employer Identification No.) |
|---|--|--|

| | |
|---|---------------------|
| 350 Ellis Street, Mountain View, California (Address of principal executive offices) | 94043 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code (650) 527-8000

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:

- 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

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EXHIBIT 99.1

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Item 2.02 Results of Operations and Financial Condition

On October 26, 2004, VERITAS Software Corporation (the Company) issued a press release announcing its financial results for the quarter ended September 30, 2004. A copy of the press release, dated as of October 26, 2004, entitled VERITAS Software Reports Third Quarter Results, is furnished as Exhibit 99.01 to this Current Report and is incorporated herein by reference.

The information in this Current Report, including the exhibit hereto, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any registration statement or other document filed with the Securities and Exchange Commission by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Non-GAAP Financial Statements

The Company uses certain non-GAAP financial measures in the attached press release that are not prepared in accordance with generally accepted accounting principles and may be different from non-GAAP financial measures used by other companies. Investors are encouraged to review the non-GAAP reconciliation table attached to the press release, which describes the reasons why management believes the presentation of these non-GAAP financial measures provides useful information to investors and any additional purposes for which management uses these non-GAAP financial measures. The table also includes a reconciliation of these non-GAAP financial measures to their most directly comparable GAAP financial measures.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

| Exhibit Number | Exhibit Title or Description |
|-----------------------|---|
| 99.01 | Press release entitled VERITAS Software Reports Third Quarter Results, dated October 26, 2004, announcing financial results of VERITAS Software Corporation for the quarter ended September 30, 2004. |

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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.

VERITAS Software Corporation

Date: October 26, 2004

/s/ Edwin J. Gillis
Edwin J. Gillis
Executive Vice President and Chief
Financial Officer

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**Exhibit
Number**

Exhibit Title or Description

| | |
|-------|---|
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|-------|---|