

ULTIMATE SOFTWARE GROUP INC

Form 8-K

October 22, 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 21, 2004

**THE ULTIMATE SOFTWARE GROUP, INC.**  
(Exact name of Registrant as specified in its charter)

<u>Delaware</u>	<u>000-24347</u>	<u>65-0694077</u>
(State or other jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<u>2000 Ultimate Way, Weston, Florida</u>		<u>33326</u>
(Address of principal executive offices)		(Zip Code)
	<u>(954) 331-7000</u>	
	(Registrant's telephone number, including area code)	

Check the appropriate box below if the Form 8-K 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**

The Registrant hereby furnishes the information set forth in the press release issued on October 21, 2004, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information furnished pursuant to this Current Report on Form 8-K (including the exhibit hereto) shall not be considered filed under the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference into future filings by the Company under the Securities Exchange Act of 1934, as amended, unless the Company expressly sets forth in such future filing that such information is to be considered filed or incorporated by reference therein.

**Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits**

(c) Exhibit

<u>Number</u>	<u>Description</u>
99.1	Press Release, dated October 21, 2004

**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 thereunto duly authorized.

THE ULTIMATE SOFTWARE GROUP,  
INC.

By: /s/ Mitchell K. Dauerman  
Mitchell K. Dauerman  
Executive Vice President, Chief  
Financial Officer and Treasurer  
(Principal Financial and Accounting  
Officer)

Dated: October 22, 2004