

AGILE SOFTWARE CORP  
Form 8-K  
February 23, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) February 23, 2004**

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**AGILE SOFTWARE CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation)

**0-27071**  
(Commission File Number)

**77-0397905**  
(IRS Employer Identification No.)

**6373 San Ignacio Avenue**

**San Jose, California 95119-1200**

(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code (408) 284-4000

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**Item 7. Financial Statements and Exhibits**

(c) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>                    |
|--------------------|---------------------------------------|
| 99.1               | Press release dated February 23, 2004 |

**Item 12. Results of Operations and Financial Condition**

On February 23, 2004, Agile Software Corporation (the Company) issued a press release regarding the Company's financial results for its fiscal quarter ended January 31, 2004. The full text of the Company's press release is attached hereto as Exhibit 99.1.

The Company provides in the press release certain non-GAAP financial measures, including non-GAAP net loss and non-GAAP net loss per share. These non-GAAP financial measures exclude from the directly comparable GAAP measures, where applicable, stock compensation expense, restructuring and acquisition related charges. As required by Regulation G, the press release contains a reconciliation of the non-GAAP financial measures to the most directly comparable GAAP measures. The Company believes the non-GAAP measures are useful to investors because they provide an alternative method for measuring the operating performance of the Company's business, excluding certain non-cash and non-recurring items that would normally be included in the most directly comparable GAAP financial measure. The Company's management uses these non-GAAP financial measures along with the most directly comparable GAAP financial measures in evaluating the Company's operating performance. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with GAAP, and non-GAAP financial measures as reported by the Company may not be comparable to similarly titled items reported by other companies.

**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.

Date: February 23, 2004

AGILE SOFTWARE CORPORATION

By: /s/ Carolyn V. Aver

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Carolyn V. Aver,  
Chief Financial Officer

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u>                    |
|--------------------|---------------------------------------|
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