

INFONET SERVICES CORP
Form 10-K/A
August 25, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

**FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

For the fiscal year ended March 31, 2003 or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

Commission File Number: 001-15475

INFONET SERVICES CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

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Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

95-4148675
(I.R.S. Employer
Identification No.)

2160 East Grand Avenue, El Segundo, California 90245-1022

(Address of Principal Executive Offices)

(310) 335-2600

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Class B common stock, \$0.01 par value	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period as the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) Yes No

The aggregate market value of Class B common stock held by non-affiliates of the Registrant as of September 27, 2002 was approximately \$134.4 million based on the closing price on the New York Stock Exchange on September 27, 2002 of \$2.18.

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The number of shares of the registrant's Class B common stock, par value \$.01 per share, that was outstanding as of June 20, 2003 was 302,430,880. The number of outstanding shares of the Registrant's Class A common stock, par value \$.01 per share, was 161,403,358 as of June 20, 2003, all of which are held by affiliates.

DOCUMENTS INCORPORATED BY REFERENCE

The information required by Items 10, 11, 12 and 13 of Part III is incorporated by reference to portions of the registrant's definitive proxy statement for the 2003 Annual Meeting of Stockholders which will be filed with the Securities and Exchange Commission within 120 days after the fiscal year ended March 31, 2003.

EXPLANATORY NOTE

Infonet Services Corporation (the Registrant) is filing this amendment No. 1 to its annual report on Form 10-K/A solely to replace Exhibit 99.1 to its annual report on Form 10-K filed with the Securities and Exchange Commission on June 26, 2003. Except as noted herein, the Registrant's annual report on Form 10-K for the fiscal year ended March 31, 2003 remains as originally filed with the Securities and Exchange Commission on June 26, 2003. This Amendment No. 1 does not reflect any subsequent information or events other than the changes referred to above.

EXHIBIT INDEX

Number	Description
31.1	Certification of Chief Executive Officer required under Rule 13a-14(a) of Securities Exchange Act of 1934, as amended
31.2	Certification of Chief Financial Officer required under Rule 13a-14(a) of Securities Exchange Act of 1934, as amended
32	Certification of Chief Executive Officer and Chief Financial Officer required under 18 U.S.C §1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002
99.1	Independent Auditors Report and Schedule II Valuation and Qualifying Accounts