

KRONOS INC
Form 8-K
January 10, 2006

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): **January 4, 2006**

KRONOS INCORPORATED

(Exact name of registrant as specified in its charter)

0-20109

(Commission file number)

Massachusetts

(State or other jurisdiction of
incorporation)

04-2640942

(I.R.S. Employer
Identification Number)

297 Billerica Road, Chelmsford, MA 01824

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code(978) 250-9800

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Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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 January 4, 2006, Kronos Incorporated issued a press release providing updated earnings and revenue guidance for the fiscal quarter ended December 31, 2005. Kronos expects total revenues for the first quarter of fiscal year 2006 to be approximately \$127.5-\$129 million. Based on this revenue, the company anticipates that it will report net earnings of approximately \$0.26-\$0.29 per diluted share for the first quarter of fiscal year 2006, excluding approximately \$0.08-\$0.09 per diluted share, which represents the impact of Financial Accounting Standards Board Statement 123R, Share-Based Payment. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Form 8-K (including Exhibit 99.1) shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

- (c) Exhibits

The following exhibit relating to Item 2.02 shall be deemed to be furnished, and not filed:

- 99.1 Press Release, entitled Kronos® updates revenue and earnings estimates for the first quarter of fiscal 2006, issued by Kronos Incorporated on January 4, 2006.

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.

KRONOS INCORPORATED

Date: January 10, 2006
Paul A. Lacy

By: /s/ Paul A. Lacy

President and Chief Financial Officer

(Duly Authorized Officer and Principal

Financial Officer)

EXHIBIT INDEX

Exhibit No.

99.1

Description

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