

CELLSTAR CORP  
Form 8-K  
July 14, 2005

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**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): 07/14/2005**

**CELLSTAR CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Commission File Number: 0-22972**

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**75-2479727**  
(I.R.S. Employer  
Identification No.)

**1730 Briercroft Court, Carrollton, Texas 75006**  
(Address of Principal Executive Offices, Including Zip Code)

**(972)466-5000**  
(Registrant's Telephone Number, Including Area Code)

(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:

- 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(17CFR240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act(17CFR240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act(17CFR240.13e-4(c))
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Items to be Included in this Report

**Item 8.01. Other Events**

On July 14, 2005, CellStar Corporation (the "Company") announced that it has received notification from Stanford Financial Group Company and its affiliates ("Stanford") that it does not plan to proceed with the previously announced proposal to purchase up to \$25.0 million of the Company's convertible debentures (the "Debentures"). On June 17, 2005, the Company announced a proposal to sell up to \$50.0 million of Debentures and the signing of a non-binding letter of intent to sell up to \$25.0 million of Debentures to Stanford.

The Debentures will not be registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

The press release dated July 14, 2005, is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

99.1 CellStar Corporation press release dated July 14, 2005.

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**Signature(s)**

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.

CELLSTAR CORPORATION

Date: July 14, 2005.

By: /s/ Raymond L. Durham

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Raymond L. Durham  
Senior Vice President and Chief Financial Officer

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-99.1	CellStar Corporation press release dated July 14, 2005.