

EQUUS II INC  
Form 8-K  
March 22, 2005

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**U.S. 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): March 22, 2005

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**Equus II Incorporated**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

**0-19509**  
(Commission File Number)

**76-0345915**  
(I.R.S. Employer Identification No.)

**2727 Allen Parkway, 13<sup>th</sup> Floor, Houston, Texas 77019**

(Address of principal executive offices, zip code)

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**Registrant's telephone number, including area code: (713) 529-0900**

N/A

**(Former name or former address, if changed since last report)**

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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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange act (17 CFR 240.14d-2(b))
  - Pre-commencement communication 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 March 22, 2005, Equus II Incorporated issued a press release announcing its financial results for the year ended December 31, 2004, and net asset value at December 31, 2004. The text of the press release is included as Exhibit 99.1 to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(a) None

(b) None

(c) *Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 22, 2005

**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.

**EQUUS II INCORPORATED**

Dated: March 22, 2005

By: /s/ HARRY O. NICODEMUS IV

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Harry O. Nicodemus IV

Vice President and Chief Financial Officer