

PARAMETRIC TECHNOLOGY CORP  
Form 8-K  
January 25, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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) January 25, 2006

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**Parametric Technology Corporation**

(Exact Name of Registrant as Specified in Its Charter)

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**Massachusetts**  
(State or Other Jurisdiction  
  
of Incorporation)

**0-18059**  
(Commission File Number)

**04-2866152**  
(IRS Employer  
  
Identification No.)

**140 Kendrick Street Needham, Massachusetts**  
(Address of Principal Executive Offices)

**02494-2714**  
(Zip Code)

**(781) 370-5000**

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(Registrant's Telephone Number, Including Area Code)

(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 (*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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**Section 2 - Financial Information**

**Item 2.02. Results of Operations and Financial Condition.**

On January 25, 2006, Parametric Technology Corporation issued a press release announcing results for its fiscal quarter ended December 31, 2005. A copy of the press release is furnished herewith as Exhibit 99.1.

**Section 7 - Regulation FD**

**Item 7.01. Regulation FD Disclosure.**

On January 25, 2006, Parametric Technology Corporation announced that its Board of Directors intends to implement the 2-for-5 reverse stock split approved by its stockholders at the 2005 Annual Meeting. The reverse stock split will be effective on February 28, 2006, when PTC's common stock will begin trading at the split-adjusted level.

**Section 9 - Financial Statements and Exhibits**

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

(d) *Exhibits.*

99.1 A copy of the press release issued by Parametric Technology Corporation on January 25, 2006 is furnished herewith.

**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.

Parametric Technology Corporation

Date: January 25, 2006

By: /s/ Cornelius F. Moses, III

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Cornelius F. Moses, III  
Executive Vice President and Chief Financial Officer