

AFFILIATED COMPUTER SERVICES INC

Form 8-K

March 18, 2005

**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):  
March 16, 2005

**Affiliated Computer Services, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-12665**  
(Commission File Number)

**51-0310342**  
(IRS Employer  
Identification No.)

**2828 North Haskell Avenue**  
**Dallas, Texas 75204**  
(Address of principal executive offices, including zip code)

**(214) 841-6111**  
(Registrant's telephone number including area code)

**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:

- 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-14(c) under the Exchange Act (17 CFR 240.13e-14(c))

**Item 7.01 Regulation FD Disclosure.**

On March 16, 2005, Affiliated Computer Services, Inc. (the Company) held a Conference Call on its website to discuss the acquisition of Mellon Financial Corporation's human resources consulting and outsourcing businesses. Attached as Exhibit 99.1 is a copy of the transcript of the Company's presentation during that call and the questions and answers following the presentation. Attached as Exhibit 99.2 are the slides presented during that call on the Company's website.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the script of the Company's presentation during the call and the questions and answers following the presentation attached as Exhibit 99.1 and the slides presented during the call attached hereto as Exhibit 99.2 are deemed to be furnished and shall not be deemed to be filed under the Securities Exchange Act of 1934.

Statements contained in the Exhibits to this Form 8-K about the Company's outlook and all other statements therein other than historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and the provisions of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended (which Sections were adopted as part of the Private Securities Litigation Reform Act of 1995). These forward-looking statements and all references to financial estimates rely on a number of assumptions concerning future events and are subject to a number of uncertainties and other factors, many of which are outside the Company's control, that could cause actual results to differ materially from such statements. While the Company believes that the assumptions concerning future events are reasonable, it cautions that there are inherent difficulties in predicting certain important factors, including: loss of, or reduction of business from, clients; termination of all or a part of a contract by a client or deterioration of the financial condition of a client; competition; difficulties in executing our acquisition strategy; failure to properly manage our operations and our growth; termination rights, audits and investigations of our government clients; exercise of contract termination provisions and service level penalties; pricing risks; loss of significant software vendor relationships; intellectual property infringement claims; rapid technological changes; federal and state laws relating to individually identifiable information; budget deficits at, or fluctuations in the number of requests for proposals issued by, state and local governments and their agencies; international risks; armed hostilities and terrorist attacks; failure to attract and retain necessary technical personnel and skilled management and qualified subcontractors; servicing risks related to loan portfolios we administer; disruption in utility or network services; and indemnification risk. These factors, when applicable, are discussed in the Company's filings with the Securities and Exchange Commission, including the most recent Form 10-Q, a copy of which may be obtained through the Company without charge. The Company disclaims any intention or obligation to revise any forward-looking statements, including financial estimates, whether as a result of new information, future event, or otherwise.

**Item 9.01 Financial Statements and Exhibits.**

Pursuant to the rules and regulations of the Securities and Exchange Commission, the exhibits referenced below and the information set forth therein are deemed to be furnished

pursuant to Item 7.01 hereof and shall not be deemed to be filed under the Securities Exchange Act of 1934.

(c) **Exhibits**

| <u>EXHIBIT<br/>NUMBER</u> | <u>DESCRIPTION</u>   |
|---------------------------|--|
| 99.1                      | Transcript of Mellon HR consulting and outsourcing businesses acquisition call webcast on March 16, 2005.  |
| 99.2                      | Slide presentation appearing on Company's website in connection with the Mellon HR consulting and outsourcing businesses acquisition call on March 16, 2005. |

**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.

AFFILIATED COMPUTER SERVICES, INC.

Date: March 18, 2005

By: /s/ WARREN D. EDWARDS

Name: Warren D. Edwards

Title: Executive Vice President and  
Chief Financial Officer

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