

CITRIX SYSTEMS INC
Form 10-Q/A
March 11, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

Amendment No. 2

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2004

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number 0-27084

CITRIX SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 75-2275152 (IRS Employer Identification No.) |
| 851 West Cypress Creek Road Fort Lauderdale, Florida (Address of principal executive offices) | 33309 (Zip Code) |

Registrant's Telephone Number, Including Area Code: (954) 267-3000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 2, 2004 there were 169,394,107 shares of the registrant's Common Stock, \$.001 par value per share, outstanding.

EXPLANATORY NOTE

Citrix Systems, Inc. (the Company) is filing this Amendment No. 2 to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, which was originally filed on November 5, 2004 and amended pursuant to an Amendment No. 1 on Form 10-Q/A on March 7, 2005, to correct date references contained in the first and second paragraphs of Part I, Item 4 Controls and Procedures.

PART I: FINANCIAL INFORMATION

ITEM 4. CONTROLS AND PROCEDURES

As of September 30, 2004, the Company's management, with the participation of the Company's Chief Executive Officer and the Company's Vice President and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures pursuant to Rule 13a-15(b) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). Based upon that evaluation, the Company's Chief Executive Officer and the Company's Vice President and Chief Financial Officer concluded that, as of September 30, 2004, the Company's disclosure controls and procedures were effective in ensuring that material information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, including ensuring that such material information is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and the Company's Vice President and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. During the period covered by this report, there have been no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

On March 7, 2005, the Company announced that it was restating its consolidated balance sheets and statements of cash flow for fiscal years 2003 and 2002 and for the first three quarters of 2004 to correct the presentation of cash and investments on the Company's balance sheet. Previously, the Company presented collateral pledged under the Company's synthetic lease, credit default contracts and interest rate swaps in cash equivalents, short-term investments and long-term investments. As a result of a normal periodic review of the financial reports of the Company by the staff of the Securities and Exchange Commission, the Company concluded that such pledged collateral should be presented as restricted cash equivalents and investments. In the fourth quarter of 2004, the Company corrected the presentation of cash and investments on its balance sheet. The Company has reflected such correction in its restated condensed consolidated balance sheets as of September 30, 2004 and December 31, 2003 and condensed consolidated statements of cash flows for the nine months ended September 30, 2004 and 2003 presented in this amended Quarterly Report on Form 10-Q/A. Please refer to Note 1 to the accompanying condensed consolidated financial statements for additional information.

As a result of the restatement of its condensed consolidated balance sheets and statements of cash flows, the Company determined that there was a significant deficiency in its internal control over financial reporting as of September 30, 2004 related to its presentation on its balance sheet of collateral pledged under the Company's synthetic lease arrangement, credit default contracts and interest rate swaps. The Company determined that such significant deficiency did not rise to the level of a material weakness in its internal control over financial reporting. Because the Company corrected its presentation of cash and investments in the fourth quarter of 2004, the Company believes that it corrected this significant deficiency.

PART II: OTHER INFORMATION

ITEM 6. EXHIBITS

(a) List of Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 10.1 (1) | 2000 Director and Officer Stock Option and Incentive Plan, Non-Qualified Stock Option Agreement |
| 10.2 (1) | 2000 Director and Officer Stock Option and Incentive Plan, Incentive Stock Option Agreement |
| 31.1 | Rule 13a-14(a) / 15d-14(a) Certification |
| 31.2 | Rule 13a-14(a) / 15d-14(a) Certification |
| 32.1 | Section 1350 Certifications |

(1) Previously filed.

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 thereunto duly authorized on this 11th day of March 2005.

CITRIX SYSTEMS, INC.

By: /s/ DAVID J. HENSHALL

David J. Henshall
Vice President and Chief Financial Officer
(Authorized Officer and Principal Financial Officer)

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 10.1 (1) | 2000 Director and Officer Stock Option and Incentive Plan, Non-Qualified Stock Option Agreement |
| 10.2 (1) | 2000 Director and Officer Stock Option and Incentive Plan, Incentive Stock Option Agreement |
| 31.1 | Rule 13a-14(a) / 15d-14(a) Certification |
| 31.2 | Rule 13a-14(a) / 15d-14(a) Certification |
| 32.1 | Section 1350 Certifications |

(1) Previously filed.