

TERAYON COMMUNICATION SYSTEMS

Form 8-K

July 28, 2005

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**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: July 28, 2005

(Date of earliest event reported)

TERAYON COMMUNICATION SYSTEMS, INC.

(Exact name of Registrant as specified in its charter)

Delaware

000-24647

77-0328533

(State or other jurisdiction
of incorporation)

(Commission
file number)

(I.R.S. employer
identification no.)

4988 Great America Parkway, Santa Clara, CA 95054

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (408) 235-5500

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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ITEM 2.02 Results of Operations and Financial Condition.

On July 28, 2005, Terayon Communication Systems, Inc. (the Company) announced its financial results for the quarter ended June 30, 2005. A copy of the press release, dated July 28, 2005, is attached and filed herewith as Exhibit 99.1, and is incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits.

- (c) Exhibits.
- Exhibit 99.1 Press Release,
dated as of
July 28, 2005,
entitled Terayon
Reports Second
Quarter 2005
Results.

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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 thereunto duly authorized.

Terayon Communication Systems, Inc.

By: /s/ Mark Richman
Mark Richman
Chief Financial Officer

Date: July 28, 2005

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INDEX TO EXHIBITS

| Number | Description |
|--------------|---|
| Exhibit 99.1 | Press Release, dated as of July 28, 2005, entitled Terayon Reports Second Quarter 2005 Results. |