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AGERE SYSTEMS INC  
Form 8-K  
July 23, 2003

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):  
July 23, 2003

Agere Systems Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-16397  
(Commission File Number)

22-3746606  
(IRS Employer Identification No.)

1110 American Parkway NE  
Allentown, Pennsylvania  
(Address of principal executive offices)

18109  
(Zip Code)

(610) 712-1000  
(Registrant's Telephone Number)

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits.

Exhibit No.	Description
99.1	Earnings release dated July 23, 2003

Item 9. Regulation FD Disclosure.

The information contained in this Item 9 of this report is being furnished pursuant to "Item 12. Results of Operations and Financial Condition" in accordance with SEC Release No. 33-8216.

On July 23, 2003, Agere Systems issued a press release announcing its financial results for the quarter ended June 30, 2003. A copy of that press release is attached to this report as Exhibit 99.1.

The press release contains information about our net income, excluding gain or loss from the sale of, and income or loss from, discontinued operations; net restructuring and other charges; amortization of goodwill and other acquired intangibles; net gain or loss from the sale of operating assets and cumulative effect of an accounting change and about our cash flow from ongoing operations. We believe that information about our net income on this basis will allow investors to more easily compare our financial performance on an operating

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basis in different fiscal periods and against our prior guidance. We believe that disclosing cash flow from ongoing operations is useful to investors because it shows the progress we are making on improving our cash flow as a result of our restructuring activities and shows the performance of our business on an operating basis.

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.

AGERE SYSTEMS INC.

Date: July 23, 2003

By: /s/ John W. Gamble, Jr.

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Name: John W. Gamble, Jr.

Title: Executive Vice President and  
Chief Financial Officer