

INVISION TECHNOLOGIES INC

Form 8-K

April 22, 2004

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**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): **April 22, 2004**

InVision Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

0-28236

94-3123544

(Commission File Number)

(IRS Employer Identification No.)

7151 Gateway Boulevard, Newark, CA

94560

(Address of principal executive offices)

(Zip Code)

(510) 739-2400

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

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Item 7: Financial Statements and Exhibits.

Item 12: Results of Operations and Financial Condition.

SIGNATURE

Exhibit Index

EXHIBIT 99.1

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Item 7: Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Document</u>
99.1	<p>Press release issued by InVision Technologies, Inc. on April 22, 2004, entitled InVision Technologies Reports First Quarter 2004 Financial Results. *</p> <p>* This exhibit is intended to be furnished and shall not be deemed filed for purposes of the Securities Exchange Act of 1934, as amended.</p>

Item 12: Results of Operations and Financial Condition.

On April 22, 2004, we issued a press release announcing earnings for the quarter ended March 28, 2004. A copy of the press release is furnished as Exhibit 99.1 to this report.

To supplement our consolidated financial statements presented in accordance with generally accepted accounting principles, or GAAP, we use pro forma operating results. Our management believes that the presentation of pro forma results provides useful information to investors regarding certain additional financial and business trends relating to our financial condition and results of operations. Pro forma operating results are not based on any standardized methodology prescribed by GAAP and are not necessarily comparable to similar measures presented by other companies. Pro forma operating results should not be considered in isolation or as a substitute for operating results prepared in accordance with GAAP.

As a result of the pending acquisition of InVision by General Electric Company and the dilution resulting from the triggering of the contingent conversion-related provisions of our 3% convertible senior notes due 2023, our management believes pro forma operating results are a useful measure that facilitates period-to-period operating comparisons. Pro forma operating results (a) include the interest expense, net of tax, of \$555,000 for our 3% convertible senior notes due 2023, which was excluded from our GAAP net income, (b) exclude the related increase of 3,906,250 in diluted shares due to the contingent conversion feature of the notes and (c) exclude expenses, net of tax, of \$1.1 million related to the pending acquisition by General Electric. We report pro forma operating results to provide investors with an alternative method for assessing our operating results.

Pursuant to the requirements of Regulation G, we have provided a reconciliation of the non-GAAP financial measures to the most directly comparable GAAP financial measures. We have provided a reconciliation of pro forma operating results to GAAP operating results in Schedule 1. In addition, we have provided a reconciliation of reportable segment revenues and income (loss) from operations to consolidated revenues and income (loss) from operations in Schedule 2.

The information in this report, including the exhibit hereto, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by us, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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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.

INVISION TECHNOLOGIES, INC.

April 22, 2004

By: /s/ Ross Mulholland
Ross Mulholland
Chief Financial Officer

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Exhibit No.

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