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TEXAS INSTRUMENTS INC  
Form 8-K  
March 07, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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 7, 2005

TEXAS INSTRUMENTS INCORPORATED  
(Exact name of registrant as specified in charter)

DELAWARE	001-03761	750289970
(State or other jurisdiction of incorporation)	(Commission file number)	(I.R.S. employer identification no.)

12500 TI BOULEVARD  
P.O. BOX 660199  
DALLAS, TEXAS 75266-0199  
(Address of principal executive offices)

Registrant's telephone number, including area code: (972) 995-3773

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Check the appropriate box below if the Form 8-K 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-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02. Results of Operations and Financial Condition

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The Registrant's news release dated March 7, 2005, regarding the Registrant's outlook for the first quarter of 2005 attached hereto as Exhibit 99 is incorporated by reference herein.

### ITEM 9.01. Exhibits

Designation of  
Exhibit in  
this Report  
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Description of Exhibit  
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99

Registrant's News Release  
Dated March 7, 2005 (furnished pursuant to Item 2.02)

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: The statements contained in this report on Form 8-K are "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those in forward-looking statements.

We urge you to carefully consider the following important factors that could cause actual results to differ materially from the expectations of the company or its management:

- Market demand for semiconductors, particularly for analog chips and digital signal processors in key markets such as telecommunications and computers;
- TI's ability to maintain or improve profit margins, including its ability to utilize its manufacturing facilities at sufficient levels to cover its fixed operating costs, in an intensely competitive and cyclical industry;
- TI's ability to develop, manufacture and market innovative products in a rapidly changing technological environment;
- TI's ability to compete in products and prices in an intensely competitive industry;
- TI's ability to maintain and enforce a strong intellectual property portfolio and obtain needed licenses from third parties;
- Consolidation of TI's patent licensees and market conditions reducing royalty payments to TI;
- Economic, social and political conditions in the countries in which TI, its customers or its suppliers operate, including security risks, health conditions, possible disruptions in transportation networks and fluctuations in foreign currency exchange rates;
- Natural events such as severe weather and earthquakes in the locations in which TI, its customers or its suppliers operate;
- Availability of raw materials and critical manufacturing equipment;
- Changes in the tax rate applicable to TI as a result of changes in tax law, the jurisdictions in which profits are determined to be earned and taxed, the outcome of tax audits and the ability to realize deferred tax assets;
- Changes in the accounting treatment of stock options and other share-based

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compensation;

- Losses or curtailments of purchases from key customers and the timing and amount of distributor and other customer inventory adjustments;
- Customer demand that differs from company forecasts;
- The financial impact of inadequate or excess TI inventories to meet demand that differs from projections;
- Product liability or warranty claims, or recalls by TI customers for a product containing a TI part;
- TI's ability to recruit and retain skilled personnel; and
- Timely implementation of new manufacturing technologies, installation of manufacturing equipment, and the ability to obtain needed third-party foundry and assembly/test subcontract services.

For a more detailed discussion of these and other factors, see the text under the heading "Cautionary Statements Regarding Future Results of Operations" in Item 1 of TI's most recent Form 10-K. The forward-looking statements included in this Form 8-K are made only as of the date of this Form 8-K and TI undertakes no obligation to update the forward-looking statements to reflect subsequent events or circumstances.

### 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.

### TEXAS INSTRUMENTS INCORPORATED

Date: March 7, 2005

By: /s/ KEVIN P. MARCH  
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Kevin P. March  
Senior Vice President  
and Chief Financial Officer

Exhibit 99  
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News Release  
C-05011

### TI Updates First-Quarter 2005 Business Outlook

- Revenue Expected between \$2910 Million and \$3030 Million
- EPS Expected between \$0.22 and \$0.24

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Conference Call on TI Web Site at 4 p.m. Central Standard Time Today  
[www.ti.com](http://www.ti.com)  
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DALLAS (March 7, 2005) - In a scheduled update to its business outlook for the first quarter of 2005, Texas Instruments Incorporated (TI) (NYSE:TXN) today narrowed its expected ranges for revenue and earnings per share (EPS). The updated estimates reflect lower-than-expected demand for DLP(TM) products used in televisions and projectors. Even though TI believes DLP-based televisions and projectors gained share in 2004, customers had built for more robust end-of-year sales. Customers are taking aggressive actions to reduce these inventories as quickly as possible.

Additionally, the updated estimates include the expected impact of the company's sale of its commodity liquid crystal display driver operations. This transaction should close in the month of March.

As expected and previously stated, the ongoing inventory adjustments of semiconductor products in distribution channels have continued in the first quarter. These adjustments are generally on track to be completed by the end of March.

The company's expectations for revenue are:

- Total revenue between \$2910 million and \$3030 million, compared with the prior range of \$2900 million to \$3140 million;
- Semiconductor revenue between \$2550 million and \$2650 million, compared with the prior range of \$2550 million to \$2750 million;
- Sensors & Controls revenue between \$285 million and \$295 million, compared with the prior range of \$280 million to \$300 million; and
- Educational & Productivity Solutions revenue between \$75 million and \$85 million, compared with the prior range of \$70 million to \$90 million.

TI expects EPS between \$0.22 and \$0.24, compared with the previous range of \$0.22 to \$0.26.

The company will hold a conference call at 4 p.m. CST today to discuss this update. This conference call will be available live at [www.ti.com](http://www.ti.com). TI's original first-quarter outlook was published in the company's fourth-quarter and year-end 2004 earnings release on Jan. 25, available at [www.ti.com](http://www.ti.com). TI's first quarter ends on March 31.

# # #

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cause actual results to differ materially from the expectations of the company or its management:

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- TI's ability to compete in products and prices in an intensely competitive industry;
- TI's ability to maintain and enforce a strong intellectual property portfolio and obtain needed licenses from third parties;
- Consolidation of TI's patent licensees and market conditions reducing royalty payments to TI;
- Economic, social and political conditions in the countries in which TI, its customers or its suppliers operate, including security risks, health conditions, possible disruptions in transportation networks and fluctuations in foreign currency exchange rates;
- Natural events such as severe weather and earthquakes in the locations in which TI, its customers or its suppliers operate;
- Availability of raw materials and critical manufacturing equipment;
- Changes in the tax rate applicable to TI as a result of changes in tax law, the jurisdictions in which profits are determined to be earned and taxed, the outcome of tax audits and the ability to realize deferred tax assets;
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- TI's ability to recruit and retain skilled personnel; and
- Timely implementation of new manufacturing technologies, installation of manufacturing equipment, and the ability to obtain needed third-party foundry and assembly/test subcontract services.

For a more detailed discussion of these factors, see the text under the heading "Cautionary Statements Regarding Future Results of Operations" in Item 1 of the company's most recent Form 10-K. The forward-looking statements included in this

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release are made only as of the date of publication, and the company undertakes no obligation to update the forward-looking statements to reflect subsequent events or circumstances.

Texas Instruments Incorporated provides innovative DSP and analog technologies to meet our customers' real world signal processing requirements. In addition to Semiconductor, the company's businesses include Sensors & Controls and Educational & Productivity Solutions. TI is headquartered in Dallas, Texas, and has manufacturing, design or sales operations in more than 25 countries.

Texas Instruments is traded on the New York Stock Exchange under the symbol TXN. More information is located on the World Wide Web at [www.ti.com](http://www.ti.com).