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AVOCENT CORP
Form 8-K
August 25, 2006

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) August 24, 2006

AVOCENT CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| DELAWARE | 000-30575 | 91-2032368 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|----------------------|
| 4991 CORPORATE DRIVE | HUNTSVILLE, AL 35805 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code (256) 430-4000

n/a

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

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:

- 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 7.01 Regulation FD Disclosure.

On August 24, 2006, Avocent Corporation, in a publicly disseminated press release, announced that it commenced its acquisition tender offer to all

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shareholders of LANDesk Group Ltd., following the ruling by the California Department of Corporations that Avocent's acquisition offer is fair to LANDesk shareholders. Avocent also announced that, based on the level of previously committed support from the principal LANDesk shareholders, Avocent expects to complete its initial closing of the acquisition of LANDesk shares on August 31, 2006. The information contained in the press release is incorporated herein by reference and furnished as Exhibit 99.23 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description of Exhibit |
|----------------|--------------------------------------|
| 99.23 | Press release issued August 24, 2006 |

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.

AVOCENT CORPORATION

Date: August 25, 2006

By: /s/ Edward H. Blankenship

Edward H. Blankenship
Senior Vice President of Finance and
Chief Financial Officer

EXHIBIT INDEX

| Exhibit | Description |
|---------|--------------------------------------|
| 99.23 | Press release issued August 24, 2006 |