

AFFILIATED COMPUTER SERVICES INC

Form 8-K

June 11, 2007

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): June 10, 2007

Affiliated Computer Services, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

1-12665

51-0310342

(State or Other Jurisdiction of
Incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

2828 North Haskell Avenue, Dallas, Texas 75204

(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (214) 841-6111

Not Applicable

(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))
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Waiver Agreement dated June 10, 2007

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Item 8.01 Other Events.

On June 10, 2007, Affiliated Computer Services, Inc. (the Company) announced that it has entered into a Waiver Agreement dated June 10, 2007 with Darwin Deason, the holder of approximately 42% of the Company s outstanding voting stock and Chairman of the Board of Directors, and Cerberus Capital Management, L.P., to suspend the Exclusivity Agreement between Mr. Deason and Cerberus so that the Company, under the direction of a previously appointed Special Committee of independent directors, can conduct a process to consider the sale of the Company that it considers to be in the best interests of the Company and its stockholders. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference. A copy of the Waiver Agreement is attached as Exhibit 99.2 hereto and is incorporated herein by reference. A copy of the Exclusivity Agreement is attached as Exhibit 99.3 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit

Number Description

- | | |
|------|--|
| 99.1 | Press Release issued by the Company on June 10, 2007. |
| 99.2 | Waiver Agreement between the Company, Darwin Deason and Cerberus Capital Management, L.P. dated June 10, 2007. |
| 99.3 | Exclusivity Agreement between Darwin Deason and Cerberus Capital Management, L.P. dated March 20, 2007. |
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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 hereunto duly authorized.

Date: June 11, 2007

Affiliated Computer Services, Inc.

By: /s/ William L. Deckelman, Jr.

Name: William L. Deckelman, Jr.

Title: Executive Vice President and General
Counsel

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