

SILICON GRAPHICS INC
Form 8-K
February 20, 2004

**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): **February 20, 2004 (February 16, 2004)**

SILICON GRAPHICS INC.

(Exact name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-10441

(Commission File Number)

94-2789662

(IRS Employer Identification No.)

1500 Crittenden Lane

Mountain View, California

(Address of Principal Executive
Offices)

94043-1351

(Zip Code)

(650) 960-1980

Registrant's telephone number, including area code

N/A

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

On February 16, 2004, Silicon Graphics Inc. (the "**Company**") issued a press release announcing that it had agreed to sell 18,181,818 shares of its common stock, par value \$0.001 per share, for an aggregate purchase price of \$50 million to certain institutional investors in a private placement transaction. The parties entered into a Purchase Agreement, dated as of February 16, 2004 (the "**Purchase Agreement**"), in connection therewith.

Item 7. Exhibits.

10.1 Purchase Agreement between Silicon Graphics, Inc. and certain institutional investors dated as of February 16, 2004.

99.1 Press Release dated February 16, 2004

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.

SILICON GRAPHICS INC.

Dated: February 20, 2004

By: /s/ Sandra M. Escher

Name: Sandra M. Escher
Title: Senior Vice President and
General Counsel

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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99.1	Press Release dated February 16, 2004