

NETGEAR INC  
Form 8-K/A  
February 17, 2006

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

**Form 8-K/A**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 02/16/2006**

**NETGEAR, INC**

(Exact name of registrant as specified in its charter)

**Commission File Number: 000-50350**

**DE**  
(State or other jurisdiction of  
incorporation)

**770419172**  
(IRS Employer  
Identification No.)

**4500 Great America Parkway, Santa Clara, CA 95054**  
(Address of principal executive offices, including zip code)

**408-907-8000**  
(Registrant's telephone number, including area code)

(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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Information to be included in the report

**Item 2.02. Results of Operations and Financial Condition**

On February 16, 2006, NETGEAR, Inc. issued a press release announcing its financial results for its fourth quarter and fiscal year ended December 31, 2005. The full text of the press release is attached hereto as Exhibit 99.1 to this Current Report.

The information in the report (including any exhibit attached to this Current report), shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. 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 NETGEAR, Inc., except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

The following exhibit is furnished herewith:

99.1 Press Release, dated February 16, 2006, of NETGEAR, Inc. announcing its financial results for the fourth quarter and fiscal year ended December 31, 2005.

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**Signature(s)**

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.

NETGEAR, INC

Date: February 16, 2006

By: /s/ Jonathan R. Mather

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Jonathan R. Mather  
Executive Vice President and Chief Financial Officer

**Exhibit Index**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| EX-99.1                   | Press Release, dated February 16, 2006, of NETGEAR, Inc. announcing its financial results for the fourth quarter and fiscal year ended December 31, 2005. |