

SCANSOFT INC  
Form 8-K  
July 22, 2005

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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)

**July 18, 2005**

**SCANSOFT, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

**000-27038**

**94-3156479**

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**1 Wayside Road**  
**Burlington, Massachusetts 01803**  
(Address of Principal Executive Offices, including Zip Code)

**(781) 565-5000**  
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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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**Item 2.05. Costs Associated With Exit or Disposal Activities.**

In June 2005, ScanSoft, Inc. ( ScanSoft ) initiated the process of consolidating certain operations into its new corporate headquarters facility in Burlington, Massachusetts. In addition, at various times during its third fiscal quarter, ScanSoft committed to pursuing the closure and/or consolidation of certain other domestic and international facilities. These initiatives culminated in the finalizing of the aggregate amount of the restructuring charge to be taken in its third fiscal quarter on July 21, 2005. The total charge to be taken in the third fiscal quarter is approximately \$2.1 million.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On July 18, 2005, Gerald C. Kent, Jr., who currently serves as ScanSoft's Principal Accounting Officer and Controller, informed ScanSoft that he would resign from these roles. James R. Arnold, Jr., Senior Vice President and Chief Financial Officer of ScanSoft will assume the position of Principal Accounting Officer of ScanSoft effective July 28, 2005. For a description of Mr. Arnold's business experience, which description is incorporated by reference herein, please see "Information Concerning Executive Officers Who Are Not Directors" in ScanSoft's definitive proxy statement on Schedule 14A filed on January 28, 2005.

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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.

**ScanSoft, Inc.**

By: /s/ James R. Arnold, Jr.  
James R. Arnold, Jr.  
Senior Vice President and Chief  
Financial Officer

Date: July 22, 2005