
**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) **May 12, 2005**

QAD Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-22823
(Commission
File Number)

77-0105228
(IRS Employer Identification Number)

6450 Via Real, Carpinteria, California
(Address of principal executive offices)

93013
(Zip code)

Registrant's telephone number, including area code **(805) 684-6614**

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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Item 2.02 Results of Operations and Financial Condition.

The information in this Report, including the Exhibit 99.1, is furnished pursuant to Item 2.02 of this Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, unless expressly set forth by specific reference in such filing.

On May 12, 2005, QAD Inc. issued a press release announcing preliminary results for the fiscal 2006 first quarter ended April 30, 2005 and revised its financial outlook for the fiscal year. A copy of this press release is furnished with this Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated as of May 12, 2005, entitled “QAD Announces Preliminary Financial Results for Fiscal 2006 First Quarter.”

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 thereunto duly authorized.

QAD Inc.
(Registrant)

Date: May 12, 2005

By /s/ Daniel Lender
Daniel Lender
Chief Financial Officer
(on behalf of the Registrant and as
Principal Financial Officer)

Exhibit Index

Exhibit No.	Description
99.1	Press Release, dated as of May 12, 2005, entitled "QAD Announces Preliminary Financial Results for Fiscal 2006 First Quarter."

For More Information, Contact:

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**QAD Announces Preliminary Financial Results
for Fiscal 2006 First Quarter**

Carpinteria, Calif. — May 12, 2005 — QAD Inc. (NASDAQ:QADI) today provided preliminary results for the fiscal 2006 first quarter ended April 30, 2005 and revised its financial outlook for the fiscal year. Next week, QAD will be hosting its annual Explore User Conference in Washington D.C. from May 15th through May 18th.

Based on preliminary estimates, QAD anticipates reporting total revenues for the first quarter in the range of \$55 million to \$56 million. QAD expects earnings in the range of \$0.06 to \$0.07 per diluted share.

Previously, the company had stated it expected total revenues between \$57 million and \$60 million for the fiscal 2006 first quarter and earnings between \$0.12 and \$0.16 per diluted share, depending on the level and mix of revenue. Lower than expected license and services revenues in the first quarter affected total revenues and earnings per diluted share. In addition, earnings were impacted by a one-time charge of approximately \$0.02 per diluted share related to facility exit costs, net of tax.

For the full fiscal year 2006, QAD anticipates total revenues between \$227 million and \$240 million, translating to earnings per diluted share in the range of \$0.40 to \$0.55, depending on the level and mix of revenue. QAD's previous guidance projected revenues between \$235 million and \$250 million and earnings per diluted share between \$0.50 and \$0.70 for the full fiscal year.

QAD's results remain subject to review by its independent registered public accounting firm.

The company will report its complete fiscal 2006 first quarter results on Thursday, May 26, 2005. QAD's management will host a conference call at 2:00 p.m. PDT that day to discuss the financial

(more)

results, operations and outlook. The call will be accessible through a live webcast at www.qad.com.

About QAD

QAD is a leading provider of enterprise applications for global manufacturing companies. QAD applications provide critical functionality for managing manufacturing resources and operations within and beyond the enterprise, enabling global manufacturers to collaborate with their customers, suppliers and partners to make and deliver the right product, at the right cost and at the right time. Manufacturers of automotive, consumer products, electronics, food and beverage, industrial and medical products use QAD applications at approximately 5,300 licensed sites in more than 90 countries and in as many as 27 languages. For more information about QAD, visit the QAD Web site at: www.qad.com. "QAD" is a registered trademark of QAD Inc. All other products or Company names herein may be trademarks of their respective owners.

Note to Investors: This press release contains certain forward-looking statements made under the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. A number of risks and uncertainties could cause actual results to differ materially from those in the forward-looking statements. These risks include, but are not limited to, evolving demand for the company's software products and products that operate with the company's products; the company's ability to sustain license and service demand; the company's ability to leverage improvements in the IT and economic environment; the company's ability to sustain customer renewal rates at current levels; the publication of opinions by industry analysts about the company, its products and technology; the reliability of estimates of transaction and integration costs and benefits; the entry of new competitors and their technological advances; delays in localizing the company's products for new markets; delays in sales as a result of lengthy sales cycles; changes in operating expenses, pricing, timing of new product releases and the method of product distribution or product mix; general economic conditions; exchange rate fluctuations; and, the global political environment. In addition, revenue and earnings in the enterprise resource planning (ERP), e-business and distributed order management software industries are subject to fluctuations. Software license revenue, in particular, is subject to variability with a significant proportion of revenue earned in the last month of each quarter. Given the high margins associated with license revenue, modest fluctuations can have a substantial impact on net income. Investors should not use any one quarter's results as a benchmark for future growth. For a more detailed description of the risk factors associated with the company and the industries in which it operates, please refer to the company's Annual Report on Form 10-K for fiscal 2005 ended January 31, 2005.

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