

# SECURITIES AND EXCHANGE COMMISSION

## FORM 10-K405/A

Annual report pursuant to section 13 and 15(d), Regulation S-K Item 405 [amend]

Filing Date: **1995-02-22** | Period of Report: **1994-09-30**  
SEC Accession No. **0000891618-95-000099**

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### FILER

#### **PYRAMID TECHNOLOGY CORP**

CIK: **714865** | IRS No.: **942781589** | State of Incorporation: **DE** | Fiscal Year End: **0930**  
Type: **10-K405/A** | Act: **NE** | File No.: **000-14686** | Film No.: **95514270**  
SIC: **3571** Electronic computers

Mailing Address  
*3860 N FIRST STREET  
SAN JOSE CA 95134*

Business Address  
*3860 N FIRST ST  
SAN JOSE CA 95134  
4084288000*

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended September 30, 1994

OR

/  TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-14686

PYRAMID TECHNOLOGY CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

94-2781589  
(I.R.S. Employer  
Identification No.)

3860 N. FIRST STREET, SAN JOSE, CALIFORNIA 95134  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (408) 428-9000.

Securities registered pursuant to Section 12(b) of the Act:

NONE

Securities registered pursuant to Section 12(g) of the Act:

COMMON STOCK, \$.01 PAR VALUE  
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No  / /

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.  / /

Based on the closing sale price of the Common Stock on the NASDAQ National Market System on November 28, 1994, the aggregate market value of the voting stock held by non-affiliates of the registrant was \$125,327,943. Shares of Common Stock held by each executive officer and director and by each person who owns 5% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares outstanding of the registrant's Common Stock, \$.01 par

value, was 15,583,965 on November 28, 1994.

DOCUMENTS INCORPORATED BY REFERENCE

- (1) Annual Report to Shareholders for the fiscal year ended September 30, 1994 - Items 3, 5, 6, 7, 8 and 14(a)(1).
- (2) Proxy Statement for the registrant's Annual Meeting of Stockholders to be held on January 26, 1995 - Items 10, 11, 12 and 13.

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PART IV

ITEM 14 EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

- (a)(1) The following consolidated financial statements of Pyramid Technology Corporation and the Report of Independent Auditors are incorporated herein by reference to the registrant's Annual Report to Shareholders for the fiscal year ended September 30, 1994.

<TABLE>  
<CAPTION>

	Page(s) in Annual Report ----- <C>
<S> Consolidated Balance Sheet - September 30, 1994 and 1993	23
Consolidated Statement of Operations - Years ended September 30, 1994, 1993, and 1992	22
Consolidated Statement of Shareholders' Equity - Years ended September 30, 1994, 1993, and 1992	24
Consolidated Statement of Cash Flows - Years ended September 30, 1994, 1993, and 1992	25
Notes to Consolidated Financial Statements	26 - 34
Report of Independent Auditors	35

</TABLE>

- (a)(2) The following financial statement schedules for the years ended September 30, 1994, 1993, and 1992 are submitted herewith and should be read in conjunction with the Consolidated Financial Statements:

<TABLE>  
<CAPTION>

		Page in Form 10-K ----- <C>
<S> Schedule I -	<C> Summary of Short-Term Investments	20
Schedule II -	Amounts Receivable from Directors, Officers, and Employees	21
Schedule VIII -	Valuation and Qualifying Accounts	22

&lt;/TABLE&gt;

All other schedules are omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

(a) (3) Exhibits included herein (numbered in accordance with Item 601 of Regulation S-K):

&lt;TABLE&gt;

&lt;CAPTION&gt;

Exhibit

Number

Description

- - - - -

<S>	<C>
3.1	Certificate of Incorporation, as amended (3)

&lt;/TABLE&gt;

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&lt;TABLE&gt;

&lt;S&gt;

&lt;C&gt;

3.2	Bylaws, as amended (3)
10.1 *	Amended 1982 Incentive Stock Option Plan (4)
10.23	Agreement between the Company and Nixdorf Computer AG dated May 3, 1985 (1) (2)
10.26	Lease Agreement for premises at 1295 Charleston Road, Mountain View, California dated November 1, 1983 (1)
10.28	Software Agreement between the Company and American Telephone and Telegraph Company dated January 1, 1982, as amended (1)
10.29	License Agreement between the Company and the Regents of the University of California dated December 30, 1981 (1)
10.34*	Employee Stock Purchase Plan (4)
10.35*	1986 Executive Officers' Nonstatutory Stock Option Plan (4)
10.40	Lease Agreement for premises at Solartron Road, Farnborough, Hampshire, United Kingdom, dated November 27, 1989 (7)
10.41	Lease Agreement for premises at 3870 North First Street, San Jose, California dated May 30, 1990 (5)
10.42	Lease Agreement for premises at 3850 North First Street, San Jose, California dated May 30, 1990 (5)
10.43	Lease Agreement for premises at 3860 North First Street, San Jose, California dated May 30, 1990 (5)
10.45*	Directors' Option Plan, as amended (5)
10.46	Purchase Agreement between the Company and Olivetti Systems and Networks s.r.l dated December 21, 1990 (6)
10.47	\$20,000,000 Revolving Credit Agreement with The First National Bank of Boston dated July 30, 1993 (8)
10.48	\$10,500,000 Collateralized Loan Agreement (letter) with GE Capital dated September 10, 1993 and Master Security Agreement dated October 6, 1993 (8)
10.49	First Amendment to the Revolving Credit Agreement with Limited Waivers

with the Bank of Boston dated May 31, 1994 (9)

- 10.50 Partnership Agreement with Fujitsu Data Centre Systems PTY Limited and Fujitsu Australia Limited dated June 10, 1994 (9)
- 10.51 Common Stock and Warrant Purchase Agreement with Siemens Nixdorf Information Systems, Inc. dated August 21, 1994
- </TABLE>

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- <TABLE>
- <S> <C>
- 10.52 Software and Hardware License Agreement with Siemens Nixdorf Informationssysteme AG dated August 25, 1994 (10)
- 10.53 \$10,000,000 Revolving Credit Agreement (letter) with Comerica dated October 20, 1994
- 11.1 Computation on Net Income per Common and Common Equivalent Share
- 13.1 Annual Report to Shareholders for the fiscal year ended September 30, 1994
- 21.1 Schedule of Subsidiaries
- 23.1 Consent of Independent Auditors
- 24.1 Power of Attorney (included on pages 18 and 19)
- 27.1 Financial Data Schedule
- </TABLE>

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- (1) Incorporated by reference to identically numbered exhibits filed in response to Item 16(a), "Exhibits," of the Registrant's Registration Statement on Form S-1 and Amendment No. 1 and Amendment No. 2 thereto, which became effective on December 4, 1985.
  - (2) Confidential treatment has previously been granted with respect to this exhibit pursuant to an order dated December 4, 1985.
  - (3) Incorporated by reference to Exhibits B and C filed with the Registrant's Proxy Statement dated May 14, 1987.
  - (4) Incorporated by reference from the Registrant's Proxy Statement dated January 21, 1988.
  - (5) Incorporated by reference from the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1990.
  - (6) Nonconfidential portions incorporated by reference from the Annual Report on Form 10-K for the fiscal year ended September 30, 1991.
  - (7) Incorporated by reference from the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1989.
  - (8) Incorporated by reference from the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1993.
  - (9) Incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 1, 1994.
  - (10) With this amended filing, the registrant has withdrawn the contract as it was not material at the time the Form 10-K was submitted.

\* Indicates management compensatory plan, contract, or arrangement.

(b) Reports on Form 8-K

No reports on Form 8-K were filed during the quarter ended September 30, 1994.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

PYRAMID TECHNOLOGY CORPORATION  
Registrant

By: /s/ Richard H. Lussier  
-----  
Richard H. Lussier  
Chairman and  
Chief Executive Officer  
February 22, 1995

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard H. Lussier and Allan D. Smirni, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<TABLE>

<CAPTION>

Signature -----	Title -----	Date ----
<S> /s/ Richard H. Lussier ----- Richard H. Lussier	<C> Chairman and Chief Executive Officer (Principal Executive Officer)	<C> December 22, 1994
/s/ John S. Chen ----- John S. Chen	President and Chief Operating Officer	December 22, 1994
/s/ Kent L. Robertson ----- Kent L. Robertson (Principal Financial Officer)	Senior Vice President, Chief Financial Officer and Secretary	December 22, 1994
/s/ James J. Nelson ----- James J. Nelson	Vice President, Corporate Controller (Principal Accounting Officer)	December 22, 1994

</TABLE>

<TABLE>  
<CAPTION>

Signature -----	Title -----	Date ----
<S> /s/ Dr. Rudolf Bodo ----- Dr. Rudolf Bodo	<C> Director	<C> December 22, 1994
/s/ Paul J. Chiapparone ----- Paul J. Chiapparone	Director	December 22, 1994
/s/ Donald E. Guinn ----- Donald E. Guinn	Director	December 22, 1994
/s/ Jack L. Hancock ----- Jack L. Hancock	Director	December 22, 1994
/s/ Clarence W. Spangle ----- Clarence W. Spangle	Director	December 22, 1994
/s/ George D. Wells ----- George D. Wells	Director	December 22, 1994

</TABLE>

INDEX TO EXHIBITS

<TABLE>  
<CAPTION>

EXHIBIT NUMBER -----	DESCRIPTION -----	SEQUENTIALLY NUMBERED PAGE -----
<S> 10.51	<C> Common Stock and Warrant Purchase Agreement with Siemens Nixdorf Information Systems, Inc. dated August 21, 1994	<C> 25-66
10.52*	Software and Hardware License Agreement with Siemens Nixdorf Informationssysteme AG dated August 25, 1994	67-109
10.53	\$10,000,000 Revolving Credit Agreement (letter) with Comerica dated October 20, 1994	110-114
11.1	Computation of Net Income per Common and Common Equivalent Share	115

13.1	Annual Report to Shareholders for the fiscal year ended September 30, 1994	116-156
21.1	Schedule of Subsidiaries	157-158
23.1	Consent of Independent Auditors	159
27.1	Financial Data Schedule	160-164

</TABLE>

\* With this amended filing, the registrant has withdrawn the contract as it was not material at the time the Form 10-K was submitted.