INFOSYS TECHNOLOGIES LTD Form 6-K December 22, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

Report of Foreign Issuer Pursuant to Section 13a-16 or 15d-16 of the Securities Exchange Act of 1934

For the month of December, 2003

Commission File Number 333-72195

Infosys Technologies Limited

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant s name into English)

Bangalore, Karnataka, India

(Jurisdiction of incorporation or organization)

Electronics City, Hosur Road, Bangalore, Karnataka, India 561 229. +91-80-852-0261

(Address of principal executive offices)

Indicate by check mark registrant files or will file annual reports under cover Form 20-F or Form 40-F:

Form 20-F x Form 40-F o

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g 3-2(b) under the Securities Exchange Act of 1934.

Yes o No x

If Yes is marked, indicate below the file number assigned to registrant in connection with Rule 2g 3-2(b).

Not applicable.

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EXHIBIT 99.1

EXHIBIT 99.2

EXHIBIT 99.3

EXHIBIT 99.4

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OTHER EVENTS

We hereby furnish the Commission with copies of the following information concerning our proposed acquisition of Expert Information Systems Pty Limited, Australia (Expert). The following information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On December 18, 2003, we announced that we had signed an agreement to acquire Expert, subject to standard closing conditions. A copy of the related press release is attached to this Form 6-K as exhibit 99.1.

On December 18, 2003, we held a conference call with analysts, followed by a question-and-answer session, to discuss the proposed acquisition. The transcript of this conference call is attached to this Form 6-K as exhibit 99.2.

On December 18, 2003, we held a press conference, followed by a question-and-answer session, to discuss the proposed acquisition. The transcript of this press conference is attached to this Form 6-K as exhibit 99.3.

In our press conference, we used a presentation entitled Transaction Involving the Acquisition of Expert Information Systems Pty Ltd., Australia, which we have attached to this Form 6-K as exhibit 99.4.

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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, thereunto duly organized.

INFOSYS TECHNOLOGIES LIMITED

/s/ NANDAN M. NILEKANI

Nandan M. Nilekani Chief Executive Officer, President and Managing Director

Dated: December 22, 2003

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Exhibits

99.1 F	ress Re	lease
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- 99.2 Transcript of December 18, 2003 Conference Call with Analysts
- 99.3 Transcript of December 18, 2003 Press Conference
- 99.4 Presentation: Transaction Involving the Acquisition of Expert Information Systems Pty Ltd., Australia

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(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Buy)	\$ 13.3	12/18/2007		A	10,000	(2)	12/18/2017	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
•	Director	10% Owner	Officer	Other	
KAHAN JAMES S C/O LIVE NATION, INC. 9348 CIVIC CENTER DRIVE BEVERLY HILLS, CA 90210	X				

Signatures

Kathy Willard, Attorney-in-Fact for James S. Kahan

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Item repersents a restricted stock award; the award will vest in four equal annual installments beginning 12/18/2008.
- (2) Only vested shares may be exercised. These options will vest in four equal installments beginning 12/18/2008.
- (3) Reporting person received the options under the Live Nation, Inc. 2005 Stock Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.