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RADCOM LTD
Form 6-K
April 29, 2003

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of
The Securities Exchange Act of 1934

For the month of April, 2003

Commission File Number: 0-29452

RADCOM LTD.
(Translation of Registrant's Name into English)

24 Raoul Wallenberg Street, Tel Aviv 69719, Israel
(Address of Principal Executive Offices)

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

Form 20-F Form:40-F _____
-

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): N/A

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): N/A

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:
Yes _____ No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- N/A

THIS REPORT ON FORM 6-K IS HEREBY INCORPORATED BY REFERENCE INTO RADCOM LTD.'S ("RADCOM") REGISTRATION STATEMENTS ON FORM S-8 (REGISTRATION STATEMENT NOS. 333-13244, 333-13246, 333-13248, 333-13250, 333-13254, 333-13252, 333-13236), AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FILED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OF FURNISHED.

CONTENTS

This report on Form 6-K of Radcom consists of the following documents, which is attached hereto and incorporated by reference herein:

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1. Press Release: RADCOM REPORTS RESULTS FOR THE FIRST QUARTER OF 2003. Dated April 28, 2003.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Radcom Ltd.
(Registrant)

Dated: April 29, 2003

By: /s/David Zigdon

David Zigdon
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
10.1	Press Release: RADCOM REPORTS RESULTS FOR THE FIRST QUARTER OF 2003. Dated April 28, 2003.

EXHIBIT 10.1

Contact:
David Zigdon, CFO
(972) 3-6455004
davidz@radcom.com

RADCOM REPORTS RESULTS FOR THE FIRST QUARTER OF 2003

TEL-AVIV, Israel--April 28, 2003-- RADCOM Ltd. (RADCOM) (NASDAQ: RDCM) today announced financial results for the first quarter ended March 31, 2003.

Revenues for the first quarter of 2003 were \$1,600,000 compared to \$4,405,000 for the first quarter of 2002. Net loss for the first quarter of 2003 was \$(3,180,000), or \$(0.30) per ordinary share, compared to \$(1,291,000), or \$(0.12) per ordinary share, for the first quarter of 2002. The net loss included

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an inventory write-off of \$960,000 (recorded in Cost of Sales) to reflect the reduced value of some of the Company's products and components caused by changing market conditions during the first quarter of 2003.. Excluding the inventory write-off, the non-GAAP net loss for the first quarter of 2003 was \$(2,220,000), or \$(0.21) per ordinary share.

Commenting on the results, Arnon Toussia-Cohen, President and CEO of RADCOM, said, "The weakness of our first quarter revenues was due primarily to a timing gap between the phase-out of older ATM/Frame Relay products and the phase-in of next-generation ones, together with the continued worldwide decline of ATM/Frame Relay markets. In light of the effect of this environment on our first quarter sales, we have lowered the value of some of our inventory of product lines and components.

"In parallel, we have launched an exciting new product, the Cellular Performer. This is a breakthrough solution for the monitoring and analysis needs of cellular equipment vendors and operators. We are delighted with initial market reception and anticipate that this product should generate revenues during the second quarter.

"To achieve the full sales potential of the Cellular Performer together with that of the VoIP Performer and all our converged network product lines, we have stepped up our direct sales efforts and Key Account strategies. An important marketing advantage is the rapid application development capability afforded by our now-complete Next Generation analysis platform, the focus of our R&D efforts over the past two years. This flexible technology platform enables us to quickly respond to the dynamic needs of our customers with comprehensive application-specific solutions. We believe this is a competitive advantage that positions us to grow in step with Next Generation markets."

A teleconference to discuss the quarter will be held on Tuesday, April 29, 2003, at 9:00 a.m. ET. A live broadcast is available through the Company's website: www.radcom.com

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RADCOM designs, manufactures, markets and supports network test and quality management solutions for service providers, developers and enterprises worldwide. The company specializes in a line of high-quality, integrated, multitechnology WAN/LAN test solutions as well as unique performance measurement solutions for VoIP and cellular converged networks. RADCOM's analysis and simulation solutions are used in the development and manufacture of network devices, and in the installation and ongoing maintenance of operational networks to facilitate real-time isolation, diagnosis, and resolution of network problems. RADCOM's sales network includes over 60 distributors in 50 countries worldwide and 10 manufacturer's representatives across North America. RADCOM's customers include Cisco, Lucent, Ericsson, Nokia, Motorola, AT&T, MCI Worldcom, Sprint, British Telecom, Deutsche Telecom and Telstra.

Certain statements made herein that use the words "estimate," "project," "intend," "expect," "believe" and similar expressions are intended to identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve known and unknown risks and uncertainties which could cause the actual results, performance or achievements of the Company to be materially different from those which may be expressed or implied by such statements, including, among others, changes in general economic and business conditions and specifically, decline in

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demand to the Company's products, inability to timely develop and introduce new technologies, products and applications and loss of market share and pressure on prices resulting from competition. For additional information regarding these and other risks and uncertainties associated with the Company's business, reference is made to the Company's reports filed from time to time with the Securities and Exchange Commission.

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RADCOM Ltd.
Consolidated Statements of Operations
(1000's of U.S. dollars, except per share data)

Three months ended March 31,

	2003	2002
	----- Unaudited -----	----- Unaudited -----
Sales	\$ 1,600	\$ 4,405
Cost of sales	1,621	1,504
Gross profit (loss)	----- (21)	2,901
Research and development, gross	1,417	1,757
Less - royalty-bearing participation	451	450
Research and development, net	----- 966	1,307
Sales and marketing	1,822	2,495
General and administrative	393	453
Total operating expenses	----- 3,181	4,255
Operating loss	(3,202)	(1,354)
Financing income, net	22	63
Net loss	----- (3,180)	(1,291) =====

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Basic loss per ordinary share	\$ (0.30)	\$ (0.12)
	=====	
Weighted average number of Ordinary shares (basic)	10,492,050	10,492,050

(Additional table to follow)

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	Consolidated (1000)
	As of March 31, 2004 (unaudited)
Current Assets	
Cash and cash equivalents	5,379
Short-term bank deposits	3,016
Trade receivables, net	1,614
Inventories and inventory prepayments	1,910
Other current assets	771

Total Current Assets	12,690

Assets held for severance benefits	1,293

Property and equipment, net	2,056

Total Assets	16,039
	=====
Liabilities and Shareholders' Equity	
Current Liabilities	

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Trade payables	1,144
Other payables and accrued expenses	3,751

Total Current Liabilities	4,895

Liability for employees severance pay benefits	1,948

Total Liabilities	6,843

Shareholders' Equity	
Share capital	57
Additional paid-in capital	38,178
Accumulated deficit	(29,039)

Total Shareholders' Equity	9,196

Total Liabilities and Shareholders' Equity	16,039
	=====