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EMCORE CORP
Form 8-K
May 15, 2003

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 7, 2003

EMCORE CORPORATION

(Exact name of registrant as specified in charter)

| | | |
|--|-----------------------------|--------------------------------------|
| New Jersey | 0-22175 | 22-2746503 |
| ----- | ----- | ----- |
| State or other jurisdiction of incorporation | (Commission File Number) | (IRS Employer Identification No.) |

145 Belmont Drive, Somerset, New Jersey

(Address of principal offices)

08873

(Zip Code)

Registrant's telephone number including area code (732) 271-9090

(Former name or former address, if changed since last report) NOT APPLICABLE

Item 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

99.1 Press Release dated May 7, 2003

99.2 Excerpt of Transcript of Second Quarter Earnings Release Conference Call

Item 9. REGULATION FD DISCLOSURE

On May 7, 2003, EMCORE Corporation (the "Registrant") issued the Press Release annexed hereto as Exhibit 99.1. On May 8, 2003, management of the Registrant held a conference call concerning, among other things, its financial results for the quarter ended March 31, 2003. An excerpt of the transcript of the conference call is annexed hereto as Exhibit 99.2

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As a supplement to the consolidated financial statements set forth in Exhibit 99.1 which are presented on a generally accepted accounting principles (GAAP) basis, the Registrant provides additional non-GAAP measures for net loss and net loss per share. Additional non-GAAP measures for revenues, cost of revenues, SG&A expenses, R&D expenses, net loss and net loss per share are also set forth in Exhibit 99.2, together with a reconciliation thereof to GAAP. A non-GAAP financial measure is a numerical measure of a company's performance that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with GAAP. The Registrant believes that the additional non-GAAP measures are useful to investors for financial analysis. Management uses these measures internally to evaluate its operating performance and the measures are used for planning and forecasting of future periods. However, non-GAAP measures are not in accordance with, nor are they a substitute for, GAAP measures. The disclosure in Exhibits 99.1 and 99.2 allows investors to reconcile the non-GAAP measures to GAAP.

The Registrant is making this disclosure under Item 12 of Form 8-K, but in accordance with SEC Release 33-8216, it is set forth under Item 9. The information in this Form 8-K, including the exhibits, shall not be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities thereof, nor shall it be deemed to be incorporated by reference in any filing under the Exchange Act or under the Securities Act of 1933, as amended, except to the extent specifically provided in any such filing.

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.

EMCORE CORPORATION
(Registrant)

By: /s/ Thomas G. Werthan

Thomas G. Werthan
Chief Financial Officer

Dated: May 14, 2003

EXHIBIT INDEX

| Exhibit | Description |
|---------|--|
| 99.1 | Press Release dated May 7, 2003 |
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