

SCIENTIFIC LEARNING CORP  
Form 8-K  
February 22, 2005

**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): February 15, 2005

**SCIENTIFIC LEARNING CORPORATION**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

000-24547  
(Commission File No.)

94-3234458  
(IRS Employer Identification No.)

300 Frank H. Ogawa  
Plaza, Suite 600 Oakland, CA 94612  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (510) 444-3500

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**Item 2.02. Results of Operations and Financial Condition.**

The information contained herein and in the accompanying exhibits is being furnished under this Item and 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 (the Securities Act ), or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing, except as may be expressly incorporated into such filing by specific reference to this filing.

On February 15, 2005, Scientific Learning Corporation (the Company ) announced via press release the Company s results for its third quarter ended September 30, 2004 and conducted a publicly available conference call discussing those results. A copy of the Company s press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. A copy of the transcript from the conference call, together with supplementary information referred to in the conference call that is posted on the Company s web site, is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**SIGNATURE**

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.

**SCIENTIFIC LEARNING CORPORATION**

Dated: February 22, 2005

By: /s/ Jane A. Freeman

**Jane A. Freeman**  
**Chief Financial Officer**

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**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release of Scientific Learning Corporation dated February 15, 2005.
99.2	Transcript of conference call hosted by Scientific Learning Corporation on February 15, 2005 to discuss results for its third quarter ended September 30, 2004 including supplementary information referred to in the conference call and posted on the Company's web site.