

AMAZON COM INC
Form 8-K
June 02, 2006
Table of Contents

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**

June 1, 2006

DATE OF REPORT

(DATE OF EARLIEST EVENT REPORTED)

AMAZON.COM, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION

000-22513
(COMMISSION FILE NO.)

91-1646860
(IRS EMPLOYER

OF INCORPORATION)

IDENTIFICATION NO.)

1200 12TH AVENUE SOUTH, SUITE 1200, SEATTLE, WASHINGTON 98144

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

(206) 266-1000

(REGISTRANT S TELEPHONE NUMBER, INCLUDING AREA CODE)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Table of Contents

TABLE OF CONTENTS

ITEM 7.01. REGULATION FD DISCLOSURE

SIGNATURES

Table of Contents

ITEM 7.01. REGULATION FD DISCLOSURE

As previously reported, we are appealing a recent court decision that terminates our Toysrus.com contract. The Appellate Division of the New Jersey Superior Court has denied our motion to stay the termination pending a decision on our appeal.

While we believe we will prevail on the appeal and that Toysrus.com's claims lack merit, the timing and possible outcome of this litigation are uncertain and the possible effects of termination were not reflected in our financial guidance contained in our April 25, 2006 press release. As indicated in that release, since we did not prevail on our stay motion, operating profit could be negatively impacted by as much as \$50 million for 2006 and \$25 million for the second quarter 2006, much of which is due to Toysrus.com's failure to pay fees for the second quarter.

Forward-Looking Statement

This announcement contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Actual results may differ significantly from management's expectations. These forward-looking statements involve risks and uncertainties that include, among others, risks related to competition, management of growth, potential fluctuations in operating results, international expansion, outcomes of legal proceedings and claims, fulfillment center optimization, seasonality, commercial agreements, acquisitions and strategic transactions, foreign exchange rates, system interruption, significant amount of indebtedness, inventory, limited operating history, government regulation and taxation, payments, fraud, consumer trends, and new business areas. More information about factors that potentially could affect Amazon.com's financial results is included in Amazon.com's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2005, and all subsequent filings.

Table of Contents

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 hereunto duly authorized.

AMAZON.COM, INC. (REGISTRANT)

By: /s/ L. MICHELLE WILSON
L. Michelle Wilson
Senior Vice President

Dated: June 1, 2006