

OPNET TECHNOLOGIES INC
Form 8-K
January 28, 2004

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): January 28, 2004

OPNET Technologies, Inc.

(Exact name of registrant as specified in charter)

| | | |
|---|---------------------------------|------------------------------------|
| Delaware (State or other juris- | 000-30931 (Commission | 52-1483235 (IRS Employer |
| diction of incorporation | File Number) | Identification No.) |
| 7255 Woodmont Avenue, Bethesda, MD (Address of principal executive offices) | | 20814 (Zip Code) |

Registrant's telephone number, including area code: (240) 497-3000

(Former name or former address, if changed since last report)

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibit

99.1 Press release dated January 28, 2004

Item 12. Result of Operation and Financial Condition.

On January 28, 2004, OPNET Technologies, Inc. announced its financial results for the quarter ended December 31, 2003. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

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 hereunto duly authorized.

OPNET Technologies, Inc.

Date: January 28, 2004

By: /s/ JOSEPH W. KUHN

Joseph W. Kuhn
Vice President of Finance and Chief Financial Officer

(Principal Financial and Accounting Officer)

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------------------------|
| 99.1 | Press release dated January 28, 2004 |