

AVOCENT CORP  
Form 8-K  
January 28, 2009  
**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)      January 23, 2009

AVOCENT CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE                      000-30575      91-2032368  
(State or other jurisdiction   (Commission   (IRS Employer  
of incorporation)              File Number)   Identification No.)

4991 CORPORATE DRIVE                      HUNTSVILLE, AL 35805  
(Address of principal executive offices)      (Zip Code)

Registrant's telephone number, including area code      (256) 430-4000

n/a

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

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:

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))



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

On January 28, 2009, Avocent Corporation publicly disseminated a press release announcing its financial results for its fourth quarter and year ended December 31, 2008. The information contained in that press release is incorporated herein by reference and furnished as Exhibit 99.2 hereto.

**Item 2.05 Costs Associated with Exit or Disposal Activities.**

On January 28, 2009, Avocent Corporation (the "Company") publicly disseminated a press release announcing that the Company has taken a series of measures to (i) reduce Company costs in line with sales forecasts, (ii) rebalance R&D investments to higher growth opportunities, (iii) and increase organizational efficiency. The information contained in that press release is incorporated herein by reference and furnished as Exhibit 99.2 hereto.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

2009 Executive Cash Bonus Program.

On January 23, 2009, Avocent Corporation's Compensation Committee approved the Avocent Corporation 2009 Executive Cash Bonus Program. A summary of the Avocent Corporation 2009 Executive Cash Bonus Program is incorporated herein by reference and filed as Exhibit 99.3 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number    Description of Exhibit

99.2                    Press Release issued January 28, 2009

99.3                    Summary of Avocent Corporation 2009 Executive Cash Bonus Program

**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.

**AVOCENT CORPORATION**

Date: January 28, 2009

By: /s/ Edward H. Blankenship  
Edward H. Blankenship  
Senior Vice President of Finance and Chief Financial Officer

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EXHIBIT INDEX

| <u>Exhibit</u> | <u>Description</u>   |
|----------------|--|
| 99.2           | Press Release issued January 28, 2009                            |
| 99.3           | Summary of Avocent Corporation 2009 Executive Cash Bonus Program |

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