

TERADYNE, INC
Form 8-K
October 19, 2006

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): October 16, 2006

TERADYNE, INC.

(Exact Name of Registrant as Specified in Charter)

Massachusetts
(State or Other

001-06462
(Commission

04-2272148
(IRS Employer

Jurisdiction of

File Number)

Identification No.)

Incorporation)

321 Harrison Avenue, Boston, Massachusetts
(Address of Principal Executive Offices)

02118
(Zip Code)

Registrant's telephone number, including area code (617) 482-2700

(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 (see General Instruction A.2. below):

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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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Item 2.02 Results of Operations and Financial Condition.

On October 18, 2006, Teradyne, Inc. (Teradyne) issued a press release regarding its financial results for the quarter ended October 1, 2006. Teradyne s press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 8.01. Other Events.

On October 16, 2006, Teradyne paid off the outstanding balance, approximately \$261 million aggregate principal amount, of its 3.75% Senior Convertible Notes due 2006 in accordance with the terms of the Indenture, dated as of October 24, 2001.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The exhibit listed below and in the accompanying Exhibit Index is furnished as part of this Current Report on Form 8-K.

Exhibit No.	Description
99.1	Press Release dated October 18, 2006.

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 thereunto duly authorized.

TERADYNE, INC.

Dated: October 18, 2006

By: /s/ Gregory R. Beecher
Name: Gregory R. Beecher

Title: V.P. & Chief Financial Officer

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Exhibit No.	Description
99.1	Press Release dated October 18, 2006.