

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: July 3, 2003

FORGENT NETWORKS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

0-20008

74-2415696

(State or other jurisdiction of
incorporation or organization)

(Commission File Number)

(IRS Employer
Identification No.)

108 Wild Basin Road
Austin, Texas

78746

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (512) 437-2700.

Item 2. Acquisition or Disposition of Assets.

On July 3, 2003, Forgent Networks, Inc. (the "Company"), closed the sale (the "Sale") of substantially all of the assets used in its videoconferencing hardware services business (the "Services Business") to Gores Technology Group, through its affiliate GTG Holdings Corp. (the "Buyer"). As consideration for the sale of the Services Business, the Company received \$7,350,000 in cash, which was net of a \$400,000 extension fee, and the assumption of substantially all of the liabilities of the Services Business. In addition, the Company and Buyer have agreed to reach an accord relating to up to \$250,000 of initial purchase price adjustments by July 31, 2003. An additional \$2,000,000 in cash has been placed in escrow for possible further purchase price adjustments and indemnity claims. The purchase price escrow, consisting of \$1,000,000, will remain in escrow for a period of 120 days subsequent to the closing. The indemnity escrow, consisting of \$1,000,000, will remain in escrow for a period of 18 months subsequent to the closing. The Company can give no assurances that it will receive some or any of either the purchase price escrow or the indemnity escrow. The Company's financial advisor, Raymond James & Associates, Inc., rendered a report to the Company regarding the Sale. In connection with sale of the Services Business, the Company and Buyer also entered into a transition services agreement, whereby the Company will provide, for a fee at actual cost, certain transition services for Buyer related to the assets acquired and liabilities assumed in the Sale. The Company and Buyer also entered into a reseller agreement, whereby Buyer will be able to resell the Company's software products, and a co-marketing arrangement, whereby the Company will receive a commission for referring videoconferencing related service business to Buyer.

In connection with the Sale, Dennis Egan, formerly the Company's Vice President, Services, became employed by Buyer and entered into an employment

agreement with Buyer.

The Sale is more fully described in the Company's definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on May 30, 2003.

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Item 7. Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Pro forma financial information.

The pro forma financial statements of the Company required by this Item 7(b) are not yet available. The Company expects that the pro forma financial statements will be completed and filed by amendment to this Form 8-K Current Report within 60 days after the date this Form 8-K Current Report is required to be filed with the Securities and Exchange Commission.

- (c) Exhibits.

The following exhibit is furnished in accordance with Item 601 of Regulation S-K.

2.1 Asset Purchase Agreement, by and between Forgent Networks, Inc., GTG Holdings, Inc. and Pierce Technology Services, Inc. (formerly VidCon Holding Corp.) (incorporated by reference to Annex A of the Company's definitive proxy statement, filed with the Securities and Exchange Commission on May 30, 2003).

99.1 Press Release of Forgent Networks, Inc., dated as of July 3, 2003.

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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.

Dated: July 18, 2003.

FORGENT NETWORKS, INC.

By: /s/ Jay C. Peterson

Jay C. Peterson
Chief Financial Officer

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FORGENT COMPLETES SALE OF VIDEOCONFERENCING HARDWARE
SERVICES BUSINESS TO AFFILIATE OF GORES TECHNOLOGY GROUP

AUSTIN, TX, Jul. 03, 2003 (MARKET WIRE via COMTEX) -- Forgent(TM) Networks (NASDAQ: FORG), a leading provider of enterprise meeting automation software and services, today announced that Gores Technology Group, through its affiliate GTG Holdings Corp., has completed the acquisition of Forgent's videoconferencing hardware services business, based in King of Prussia, PA.

Gores will rename the videoconferencing hardware services business to Pierce Technology Services, Inc. The transaction is valued at approximately \$18 million in aggregate, including \$8 million in cash, \$2 million in escrow and the assumption of certain liabilities totaling about \$8 million. The transaction was approved at Forgent's annual stockholders meeting today.

About Forgent

Forgent Networks is a leading provider of enterprise meeting automation software and services that enable organizations to schedule and automate their meeting environment. By streamlining the planning, scheduling and execution of meetings, organizations recognize increased productivity and reduced administrative overhead associated with their meeting environment. Forgent's software provides one-stop scheduling of all resources necessary for complex conferences and automatically launches the communications media used for any meeting. The newest suite of products, Forgent ALLIANCE(TM), incorporating additional functionality will be announced in July 2003. For additional information visit www.forgent.com.

About Gores Technology Group

With headquarters in Los Angeles, Gores Technology Group is a privately held international acquisition and management firm that pursues an aggressive strategy of acquiring promising high-technology organizations and managing them for growth and profitability. GTG has a successful track record of acquiring and managing companies -- including many divisions acquired from large publicly traded companies -- through its commitment to customers, employees and continued development of intellectual property. GTG has acquired and managed approximately 40 interrelated but autonomous technology-oriented companies with locations throughout the world. Those companies provide a broad range of technology-based products and services to a substantial customer base representing millions of active users worldwide. www.gores.com

Safe Harbor

This release may include projections and other forward-looking statements that involve a number of risks and uncertainties and, as such, actual results in future periods may differ materially from those currently expected or desired. Some of the factors that could cause actual results to differ materially include changes in the general economy and the technology industry, rapid changes in technology, sales cycle and product implementations, risks associated with transitioning to a new business model and the subsequent limited operating history, the possibility of new entrants into the enterprise meeting automation market, the possibility that the market for the sale of certain software and services may not develop as expected, that development of these software and services may not proceed as planned, risks associated with Forgent's license program, including risks of litigation involving intellectual property, patents and trademarks, and acquisition integration. Additional discussion of these and other risk factors affecting Forgent's business and prospects is contained in Forgent's periodic filings with the SEC.

310-209-3010

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"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: Statements in this press release regarding Forgent's business which are not historical facts are "forward-looking statements" that involve risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see "Risk Factors" in the Company's Annual Report or Form 10-K for the most recently ended fiscal year.