

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities and Exchange Act of 1934

Date of Report: (Date of earliest event reported): August 18, 2003 (June 30, 2003)

I-Sector Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

0-21479
(Commission File Number)

76-0515249
(IRS Employer Identification No.)

6401 Southwest Freeway
Houston, Texas 77074
(Address of Registrant's principal executive offices)

(713) 795-2000
(Registrant's telephone number, including area code)

(Not Applicable)
(Former name or former address, if changed since last report)

ITEM 5. Other Events

The following comments on earnings for the quarter ended June 30, 2003 was released on August 15, 2003:

I-Sector Reports Filing of 12B-25 Extension, Comments on Second Quarter Results and Provides and Updated Outlook

HOUSTON, August 15, 2003 /PRNewswire/ -- I-Sector Corporation (Nasdaq: [ISEC](#) - [news](#)), announced that it was today filing a notification of late filing on Form 12B-25 with the SEC, commented on the results of the second quarter ended June 30, 2003, and provided an update on its improving outlook for the future.

FILING OF FORM 12B-25

On August 8, 2003, I-Sector received a comment letter from the SEC as the result of a routine review by the SEC of its Form 10-K for the year ended December 31, 2002 and its Form 10-Q for the quarter ended March 31, 2003. The company is in the process of reviewing the comments and preparing its response. At this time, it is premature to conclude as to the impact, if any, from the resolution of the comments, on the company's previously filed financial statements and disclosures, or necessary updates to disclosure for the Form 10-Q for the second quarter ended June 30, 2003. Because of the close proximity of receipt of the comment letter and the deadline for filing the company's Form 10-Q for the second quarter ended June 30, 2003, the company has today filed a Form 12B-25 with the SEC to extend the deadline for filing the company's Form 10-Q for the second quarter.

FINANCIAL RESULTS

Second quarter results, at this time, are expected to be within, to somewhat better, than the company had forecast in its outlook statement of May 15, 2003, in which revenue of approximately \$13 million to \$15 million and a net loss in the range of \$500,000 to \$700,000 were forecast. Results are expected to be consistent with those expressed in the previous outlook statement, except that revenues will exceed the high end of the range previously expressed.

Commenting on the results for the second quarter, James H. Long, President and CEO of the company stated, "We are extremely pleased with the progress made during the second quarter. We were particularly pleased with the substantial growth posted by our Internetwork Experts subsidiary, which turned in approximately 75% year-over-year growth in revenue. The demand for our products and services showed marked improvement in the second quarter. The investments we have made in our three businesses have positioned us well to take advantage of improving market conditions. We saw significantly increased interest in adoption of IP Telephony technology during the second quarter, and our sales order bookings and sales prospect activity both improved, reflecting improving strength in our business."

OUTLOOK

The following statements are made by the company and are based upon current expectations. These statements are forward-looking, and actual results may differ materially. The weakness in general economic conditions and the slowdown in corporate information technology spending experienced during the past three years has made firm forecasting of future financial performance more difficult than would otherwise be possible and the visibility for many public companies is somewhat limited at this time as compared to the past.

- Our strategy is to produce rapid growth of our subsidiary companies, both through internally generated growth and possibly through selective acquisitions of complementary companies.

- Our outlook for the near-term quarters has improved since our last outlook update made on May 15, 2003.
- We expect revenue for our third quarter ending September 30, 2003 to grow to approximately \$17 million to \$18 million. This sequential improvement in revenue is expected due to increased revenue in each of our three subsidiary companies, with the most substantial increases at our Internetwork Experts subsidiary. Each of our subsidiary companies are seeing an improvement in their customer's willingness to move forward with capital expenditures as compared to earlier in the year, during which we believe many customers held off on purchases during the period leading up to the Iraq conflict. Our Valerent and Stratasoft subsidiaries are expected to benefit from the expansion efforts that each has made during the previous three quarters and Internetwork Experts is expected to continue to benefit from its recently announced acquisition of certain assets of Digital Precision and expected continued adoption of IP Telephony technology by customers.
- We expect the net loss for the third quarter ending September 30, 2003 to be approximately \$250,000 to \$350,000. The sequential improvement in the net loss as compared to the second quarter is expected to be primarily related to the expected increase in revenue, together with an improvement in the cost structure related to more fully realizing the cost benefits associated with our Internetwork Experts subsidiary's acquisition of certain assets of Digital Precision in April, 2003, somewhat offset by continued costs related to the expansion of all three of our subsidiary companies. We expect the per share net loss for the third quarter to be approximately \$0.05 to \$0.08 per share.
- Providing an outlook for any period further out than the near-term quarter is more challenging and is subject to a lesser degree of accuracy than our near-term outlook and an attempt by us to predict results for periods further in the future than the near-term quarter is subject to numerous risks and uncertainties. We caution readers to consider this fact, and to pay particular attention to the statements made in the Safe Harbor Statement below. Based upon our current view of market conditions, our expected sales and marketing efforts and our expected expense structure, our current expectations for our fourth quarter ending December 31, 2003 are for revenue of approximately \$17 million to \$19 million with net profitability ranging from approximately \$50,000 to \$150,000. Looking further out, we currently expect revenue for our first quarter ending March 31, 2004, to be roughly in the range of approximately \$18 million to \$20 million, with net profitability ranging from approximately \$100,000 to \$200,000.
- The forecasts set forth above are for the current organization and do not include the effect of any future acquisitions. In addition to internally generated growth, we anticipate possibly making selective acquisitions during the next twelve months and beyond that we expect will, if consummated, add additional revenue. There is no guarantee that any other suitable acquisitions will be identified or that any other transactions will be consummated.

Regarding the company's outlook for the future, James H. Long, President and CEO of the company stated, "The improving business activity in all three of our subsidiaries is quite encouraging, and provides a solid indication of an overall improvement in our business. All measures of business activity point to marked improvement recently. We are, therefore, raising our expectations for the future somewhat as compared to our previously published outlook. At this time we feel quite good about our ability to post a profit in the fourth quarter and thereafter, and on the whole, we are feeling better about our prospects for the future than we have in quite some time."

SAFE HARBOR STATEMENT

The statements contained in this document that are not statements of historical fact, including particularly the statements made in the Outlook section, including but not limited to, statements identified by the use of terms such as “anticipate,” “appear,” “believe,” “could,” “estimate,” “expect,” “hope,” “indicate,” “intend,” “likely,” “may,” “might,” “plan,” “potential,” “project,” “seek,” “should,” “will,” “would,” and other variations or negative expressions of these terms, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and involve a number of risks and uncertainties. The actual results of the future events described in the forward-looking statements in this document could differ materially from those stated in the forward-looking statements due to numerous factors including:

- Market and economic conditions
- Risks associated with entry into new markets
- The ability to attract and retain key management, sales and technical staff
- Unforeseen costs and results related to acquiring and integrating new businesses
- Catastrophic events
- Uncertainties related to rapid changes in the information technology industry
- Other risks and uncertainties set forth from time to time in I- Sector's public statements and its most recent annual report on Form 10K and other public reports and filings

Recipients of this document are cautioned to consider these risks and uncertainties and to not place undue reliance on these forward-looking statements.

The company expressly disclaims any obligation or undertaking to update or revise any forward-looking statement contained herein to reflect any change in the company's expectations with regard thereto or any change in events, conditions or circumstances upon which any statement is based.

ABOUT I-SECTOR CORPORATION

I-Sector Corporation, headquartered in Houston, Texas, owns, operates or invests in companies that are primarily engaged in the area of information technology. Additional information about I-Sector is available on the Internet at www.I-Sector.com.

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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 hereunto duly authorized.

Date: August 18, 2003

I-SECTOR CORPORATION

By: /s/ JAMES H. LONG

James H. Long
Chief Executive Officer, Chief
Financial Officer, President and
Chairman of the Board