

ADESA INC  
Form 8-K  
February 14, 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):** February 14, 2006

**ADESA, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation)**

**1-32198**  
**(Commission File Number)**

**35-1842546**  
**(I.R.S. Employer Identification No.)**

**13085 Hamilton Crossing Boulevard**

**Carmel, Indiana 46032**

**(Address of principal executive offices)**

**(Zip Code)**

**(800) 923-3725**

**(Registrant's telephone number, including area code)**

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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- ☐ 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 February 14, 2006, ADESA, Inc. conducted a live Webcast, including presentation visuals, discussing its financial results for the quarter and year ended December 31, 2005. The call featured a review of operating highlights and financial results for the fourth quarter and full-year 2005 along with an outlook for 2006.

The presentation for the February 14, 2006 earnings conference call and Webcast is attached to this Current Report on Form 8-K as Exhibit 99 and incorporated herein by reference in its entirety.

The information is being furnished pursuant to Item 2.02, Results of Operations and Financial Condition. This information, including Exhibit 99 attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference to such filing.

Within the Company's earnings conference call presentation, the Company makes reference to certain non-GAAP financial measures. The non-GAAP financial measures include the following: adjusted income from continuing operations and adjusted earnings per share from continuing operations, both of which exclude non-recurring expenses and discontinued operations, EBITDA and Adjusted EBITDA, which also excludes non-recurring expenses. The Company has presented reconciling information along with the most directly comparable financial measure calculated and presented in accordance with Generally Accepted Accounting Principles in the United States ( GAAP ) for each of the above non-GAAP financial measures in the presentation visuals. In addition, the Company's reasons for presenting these non-GAAP financial measures are discussed below.

The Company believes that these measures represent important internal measures of performance. Accordingly, where these non-GAAP measures are provided, it is done so that investors have the same financial data that management uses with the belief that it will assist the investment community in properly assessing the underlying performance of the Company on a year-over-year and quarter-sequential basis. The specific reasons, in addition to the reasons described above, why the Company's management believes that the presentation of the non-GAAP financial measures provides useful information to investors regarding ADESA's results of operations are as follows:

Adjusted income from continuing operations and the related adjusted earnings per share measure The Company's management believes that presenting adjusted income from continuing operations and the related adjusted earnings per share measure, both of which exclude non-recurring expenses and discontinued operations, are important additional measures of performance that can be used for comparing results between reporting periods. The most directly comparable financial measures calculated and presented in accordance with GAAP are net income, income from continuing operations, earnings per share and earnings per share from continuing operations. ADESA believes that these measures are useful measures to provide

investors, because they exclude those items that ADESA does not consider to be indicative of earnings from ongoing operating activities. As a result, adjusted income from continuing operations and the related adjusted earnings per share measure provide investors with more relevant measures of the results generated by the Company's ongoing operations. The slides include an income statement that describes the nature of the non-recurring expenses and their impact on each line item of the income statement presenting the year-to-date 2005 results.

EBITDA and Adjusted EBITDA excluding non-recurring expenses

The Company's management believes that EBITDA and Adjusted EBITDA excluding non-recurring expenses are useful supplements and meaningful indicators of earnings performance to be used by its investors, financial analysts and others to analyze the Company's financial performance and results of operations over time. These performance measures also represent one of the principal internal measures of performance, and form the basis of internal management performance expectations and incentive compensation. In addition, EBITDA is used by the Company's creditors in assessing debt covenant compliance. The most directly comparable financial performance measure calculated and presented in accordance with GAAP is net income and income from continuing operations. A reconciliation of income from continuing operations to EBITDA and Adjusted EBITDA excluding non-recurring expenses for each of the fiscal periods indicated is presented in the slides.

Item 9.01

**FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits

EXHIBIT NO.

DESCRIPTION OF EXHIBIT

99

Fourth Quarter 2005 Earnings Conference Call Presentation

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: February 14, 2006

ADESA, INC.

/s/ Cameron C. Hitchcock  
Cameron C. Hitchcock  
Executive Vice President and Chief  
Financial Officer

