

PortalPlayer, Inc.  
Form 8-K  
November 10, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of Earliest Event Reported): November 10, 2005**

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**PORTALPLAYER, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-51004**  
(Commission File Number)

**77-0513807**  
(I.R.S. Employer

Identification Number)

**70 W. Plumeria Drive**

**95134**

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**San Jose, California**  
(Address of principal executive offices)

(Zip Code)

**(408) 521-7000**

(Registrant's telephone number, including area code)

**N/A**

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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. 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 7.01. Regulation FD Disclosure.**

On November 10, 2005, PortalPlayer, Inc. (the "Company") issued a press release announcing the Company's decision to withdraw its proposed follow-on offering contemplated by its Registration Statement on Form S-1 (File No. 333-129209) filed with the Securities and Exchange Commission on October 24, 2005. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

**(c) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 10, 2005.



**EXHIBIT INDEX**

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99.1	Press Release dated November 10, 2005.