

AGERE SYSTEMS INC  
Form 8-K  
September 23, 2004

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**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):  
September 17, 2004

**Agere Systems Inc.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-16397  
(Commission File Number)

22-3746606  
(IRS Employer Identification No.)

1110 American Parkway NE  
Allentown, Pennsylvania  
(Address of principal executive offices)

18109  
(Zip Code)

(610) 712-1000  
(Registrant's Telephone Number)

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 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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**EX-10.1: AMENDMENT TO JOINT VENTURE AGREEMENT**

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Item 1.01. Entry into a Material Definitive Agreement.

On September 17, 2004, a subsidiary of Agere Systems, Agere Systems Singapore Pte, Ltd., and Chartered Semiconductor Manufacturing Ltd. amended the joint venture agreement governing Silicon Manufacturing Partners Pte, Ltd. The joint venture operates an integrated circuit wafer manufacturing facility in Singapore. Chartered separately manufactures additional wafers for Agere. Among other things, the amendment provides that the joint venture can pay dividends out of the profits of the venture determined on a year to year basis rather than a cumulative basis as previously was the case.

Item 9.01. Financial Statements and Exhibits.

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
10.1	Amendment to Joint Venture Agreement relating to Silicon Manufacturing Partners Pte, Ltd.

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**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 hereunto duly authorized.

AGERE SYSTEMS INC.

Date: September 22, 2004

By: /s/ John W. Gamble, Jr.

Name: John W. Gamble, Jr.

Title: Executive Vice President and  
Chief Financial Officer