

AFFILIATED COMPUTER SERVICES INC

Form 8-K

March 20, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): March 20, 2007
Affiliated Computer Services, Inc.**

(Exact Name of Registrant as Specified in Charter)

Delaware

1-12665

51-0310342

(State or Other Jurisdiction
of Incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

2828 North Haskell Avenue, Dallas, Texas 75204

(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (214) 841-6111

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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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Proposal Received by the Company on March 20, 2007

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Item 8.01 Other Events.

On March 20, 2007, Affiliated Computer Services, Inc. (the Company) received a proposal from Darwin Deason and Cerberus Capital Management, L.P. to acquire all of the outstanding shares of the Company for \$59.25 per share in cash, other than certain shares and options held by Mr. Deason and members of the Company s management team. The text of the proposal, including a copy of a highly confident letter from Citigroup Global Markets Inc., is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

| Exhibit Number | Description |
|-------------------|--|
| 99.1 | Proposal received by the Company on March 20, 2007 |

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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.

Date: March 20, 2007

Affiliated Computer Services, Inc.

By: /s/ William L. Deckelman, Jr.

Name: William L. Deckelman, Jr.

Title: Executive Vice President and General
Counsel

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EXHIBIT INDEX

| Exhibit Number | Description |
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| 99.1 | Proposal received by the Company on March 20, 2007 |