

BSQUARE CORP /WA
Form 8-K
May 28, 2002

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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): May 23, 2002

**BSQUARE CORPORATION
(Exact Name of Registrant as Specified in Charter)**

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

**000-27687
(Commission
File Number)
3150 139th Avenue SE, Suite 500
Bellevue, Washington 98005
(425) 519-5900**

**91-1650880
(IRS Employer
Identification No.)**

(Address and Telephone Number of Registrant's Principal Executive Offices)

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ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT.

On May 23, 2002, the Board of Directors of BSQUARE CORPORATION (the "Company") approved the dismissal of Arthur Andersen LLP ("Arthur Andersen") as the Company's independent auditors and the appointment of Ernst & Young LLP ("Ernst & Young") to serve as the Company's independent auditors for the fiscal year ending December 31, 2002.

Arthur Andersen's reports on the Company's consolidated financial statements for each of the years ended December 31, 2001 and 2000 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles. During the years ended December 31, 2001 and 2000 and through the date hereof, there were no disagreements with Arthur Andersen on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to Arthur Andersen's satisfaction, would have caused them to make reference to the subject matter in connection with their report on the Company's consolidated financial statements for such years. Additionally, there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

The Company has provided Arthur Andersen with a copy of the foregoing disclosures and has requested Arthur Andersen to furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the foregoing statements. The Company will file such letter by an amendment to this Form 8-K.

During the years ended December 31, 2001 and 2000 and through the date hereof, the Company did not consult Ernst & Young with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, or any other matters or reportable events as set forth in Items 304(a)(2)(i) and (ii) of Regulation S-K. The Company has provided a copy of the foregoing disclosure to Ernst & Young and provided it with an opportunity to provide the Company with any new information or clarification it deemed appropriate.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

Exhibit 16***

Letter from Arthur Andersen LLP regarding change in certifying accountant

*** To be filed by amendment

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BSQUARE CORPORATION

Date: May 28, 2002

By: _____ /s/ JAMES R. LADD

James R. Ladd
Senior Vice President, Finance and Operations
and Chief Financial Officer
(Chief Financial and Accounting Officer)