

ARI NETWORK SERVICES INC /WI  
Form 8-K  
December 14, 2004

**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): December 9, 2004

ARI Network Services, Inc.

(Exact name of registrant as specified in its charter)

Wisconsin

0-19608

39-1388360

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

11425 West Lake Park Drive, Suite 900  
Milwaukee, Wisconsin

53224  
(Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code: (414) 973-4300

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 Securities 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))

Item 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

On December 9, 2004, the Board of Directors of ARI Network Services, Inc. (the Company) approved a revised Code of Business Conduct and Ethics (the Code). The revised Code substantially enhances the existing code and applies to all of the Company's directors, officers and employees. The revised Code also includes provisions governing the use and protection of Company assets, prohibiting the disclosure of confidential information, proscribing the infringement of intellectual property rights of others and setting forth internal security/safe workplace mandates. A copy of the revised Code may be obtained, without charge, by sending a request to ARI Network Services, Inc., Attention: Corporate Secretary, 11425 West Lake Park Drive, Suite 900, Milwaukee, Wisconsin 53224.

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 hereunto duly authorized.

Dated: December 13, 2004

**ARI NETWORK SERVICES, INC.**

By: /s/ Brian E. Dearing

Brian E. Dearing

Chairman and Chief Executive Officer