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): October 13, 2005

MACROMEDIA, INC.
(Exact name of Registrant as specified in its charter)

601 Townsend Street
San Francisco, California 94103
(Address of principal executive offices and zip code)

Registrant’s telephone number, including area code: (415) 832-2000

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 (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))
Section 8 - Other Events

Item 8.01 Other Events.

On October 13, 2005, Adobe Systems, Incorporated and Macromedia, Inc. issued a press release announcing that the companies received clearance from the U.S. Department of Justice (DOJ) for Adobe’s proposed acquisition of Macromedia. The closing of the transaction remains subject to regulatory approval in a few European jurisdictions. The companies continue to anticipate the transaction will close sometime this Fall.

The press release is furnished and attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On October 14, 2005, Adobe Systems Incorporated and Macromedia, Inc. executed an Extension Letter pursuant to the Agreement and Plan of Merger and Reorganization, dated as of April 17, 2005, among Adobe, Avner Acquisition Sub, Inc., and Macromedia (the “Agreement”). The Extension Letter provides for the extension of the End Date (as defined in the Agreement) from October 31, 2005 to January 31, 2006 pursuant to the Agreement.

The Extension Letter is furnished and attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

    (d) Exhibits

99.2 Extension Letter.
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.

MACROMEDIA, INC.

Date: October 14, 2005

By: /s/ ELIZABETH A. NELSON

Elizabeth A. Nelson
Executive Vice President, Chief
Financial Officer and Corporate
Secretary
<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
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<td>99.2</td>
<td>Extension Letter.</td>
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ADOBE’S PROPOSED ACQUISITION OF MACROMEDIA CLEARS U.S. DEPARTMENT OF JUSTICE REVIEW

SAN JOSE, Calif. - October 13, 2005 - Adobe Systems Incorporated (Nasdaq: ADBE) and Macromedia, Inc. (Nasdaq: MACR) today announced they have received clearance from the U.S. Department of Justice (DOJ) for Adobe’s proposed acquisition of Macromedia. The closing of the transaction remains subject to regulatory approval in a few European jurisdictions. The companies continue to anticipate the transaction will close sometime this Fall.

On April 18, 2005, Adobe announced a definitive agreement to acquire Macromedia in an all-stock transaction. Pursuant to the terms of the acquisition agreement, holders of Macromedia common stock will receive 1.38 shares of Adobe common stock for each share of Macromedia common stock they own at the closing of the acquisition. In August, the stockholders of each company voted in favor of the transaction.

About Adobe Systems Incorporated

Adobe is the world’s leading provider of software solutions to create, manage and deliver high-impact, reliable digital content. For more information, visit www.adobe.com.

About Macromedia

Experience matters. Macromedia is motivated by the belief that great experiences build great businesses. Our software empowers millions of business users, developers, and designers to create and deliver effective, compelling, and memorable experiences - on the Internet, on fixed media, on wireless, and on digital devices.

Forward Looking Statements

This press release includes “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements in this press release include expectations about the timing of the merger and the satisfaction of closing conditions to the transaction, including the receipt of regulatory approvals. Actual results may differ materially from those contained in the forward-looking statements in this press release. Adobe and Macromedia undertake no obligation and do not intend to update these forward-looking statements to reflect events or circumstances occurring after this press release. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement.
October 14, 2005

Adobe Systems Incorporated
345 Park Avenue
San Jose, CA  95110

Attn:  Karen Cottle

Ladies and Gentlemen:

Reference is made to that certain Agreement and Plan of Merger and Reorganization dated April 17, 2005 (the “Merger Agreement”), by and among Adobe Systems Incorporated, Avner Acquisition Sub, Inc. and Macromedia, Inc. Capitalized terms not otherwise defined in this letter have the meanings given to them in the Merger Agreement.

The undersigned agree that the End Date shall be January 31, 2006. Except for the extension of the End Date described herein, this letter shall have no impact on any other provision of the Merger Agreement.

Sincerely,

MACROMEDIA, INC.

By: /s/ Elizabeth A. Nelson
    Elizabeth A. Nelson
    Executive Vice President and Chief Financial Officer

AGREED TO BY:

ADOBE SYSTEMS INCORPORATED

By: /s/ Karen Cottle
    Karen Cottle
    Senior Vice President and General Counsel