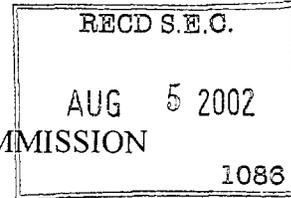


Form 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549



02050398

Report of Foreign Private Issuer

Pursuant to Rules 13a-16 or 15d-16 of the Securities Exchange Act of 1934

Dated: August 5, 2002

EPCOS AG

(Exact name of registrant as specified in its charter)

ST.-MARTIN-STRASSE 53, D-81541 MUNICH, GERMANY

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82 _____

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Page 1 of 11 pages

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This Report on Form 6-K contains:

- Press Release with Third Quarter results dated July 31, 2002 (8 pages)



Electronic Parts and Components

Press Release

For the Financial Press

July 31, 2002

## EPCOS presents final figures for Q3 2002

- **New orders down after three quarters of stronger growth**
- **EPCOS adjusts to continuing uncertainty in market developments**
- **Cost-cutting program stepped up and extended**

Expectations of sustained growth that had been raised by double-digit growth rates for new orders during the previous three quarters did not materialize in Q3 2002. New projects were postponed by customers, price erosion abated less sharply than expected, and the overall business climate in EPCOS' European home market deteriorated.

In the third quarter of fiscal 2002 (April 1 to June 30, 2002), **new orders** thus fell 5% quarter on quarter from Euro 332 million to Euro 316 million. **Sales** slipped 3% from Euro 338 million to Euro 329 million, and **EBIT** (earnings before interest and tax) amounted to minus Euro 16 million versus plus Euro 3 million in the previous quarter.

In Europe in particular, which still accounts for about two-thirds of EPCOS' sales, there was a decline in business. This was most pronounced in Germany, where new orders fell 26% and sales were down 10% quarter on quarter. Business in the NAFTA region remained stable, while Asia posted renewed growth of 12% in new orders and 15% in sales.

The decline in new orders from the European automotive electronics and telecommunications industries was huge in Q3 2002. The mobile phones business, following a trend toward low-end terminals and dogged by price pressure, likewise declined.

The principal causes of negative EBIT amounting to minus Euro 16 million were:

- price erosion of 4 to 5% since the previous quarter,
- foreign exchange losses of Euro 7.6 million, which mainly resulted from severe devaluation of the Brazilian real,
- costs of relocation of manufacturing operations resulting from lower yields and productivity during startup phases, and
- higher startup costs for promising future projects for telecommunications (ceramic modules) and automotive electronics (piezo actuators).

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Reference Number  
EPCOS 008-3107-02e

1/4

3



Electronic Parts and Components

Press Release

For the Financial Press

**Net income** for Q3 2002 amounted to minus Euro 9 million versus plus Euro 1 million in the previous quarter, while **earnings per share** were minus 14 eurocents against plus 2 eurocents in Q2.

In all business segments, extra action programs were launched that will bring about significant cost reductions in the next few months.

"So that we can make a rapid and sustained return to profitability, we have significantly stepped up and extended once again the cost-cutting program launched in early 2001. In addition to savings of Euro 160 million, which we are sure of realizing in the current fiscal year, we will make similar improvements again in fiscal 2003", said President and CEO Gerhard Pegam.

#### Business segments

In **Capacitors**, new orders of Euro 106 million remained more or less constant against the previous quarter's Euro 107 million. Sales fell 9% from Euro 117 million to Euro 107 million during the same period. Tantalum capacitors and inductors in particular were hit by the slump in telecommunications. Higher startup costs from relocation of production impacted earnings in film capacitors. Negative EBIT of minus Euro 7 million was additionally caused by lower volume, persistent price erosion and devaluation of the Brazilian real.

In **Ceramic Components**, new orders fell 8% quarter on quarter from Euro 105 million to Euro 97 million. This segment was hit particularly hard by the declining demand in mobile phones for microwave ceramic products. Sales rose 7% sequentially from Euro 96 million to Euro 102 million. This growth was stimulated by strong demand for ceramic components for domestic appliances and automotive electronics. Negative EBIT of minus Euro 4 million reflects startup costs for promising future projects such as ceramic modules and piezo actuators. Comprehensive measures were introduced in both fields for sustained improvement of earnings. Ceramic modules and piezo actuators – both promising products in which EPCOS is at the leading edge – will generate significant growth in the future.

In **Surface Acoustic Wave (SAW) Components**, new orders fell again after the soccer world cup ended. SAW components filter frequencies in TV sets and mobile phones, for example, and are thus key components of these mass products. The mobile phones business still lacks attractive new features and services which could do much for recovery in sales. Although new applications such as Bluetooth and wireless local area networks are in the ascendant, they are currently doing little to revive business.

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2/4



Electronic Parts and Components

Press Release

For the Financial Press

Slight setbacks had to be accepted against the previous quarter in both new orders and sales. Whereas new orders slipped 4% from Euro 98 million to Euro 95 million, sales fell 5% from Euro 107 million to Euro 101 million. Persistent price erosion, declining sales and foreign exchange losses caused EBIT to fall from Euro 6 million to Euro 2 million.

As next-generation mobile phones are introduced and open up new services and functions, substantial revival of what remains a significant growth industry can be expected in the years to come. EPCOS is a world market leader in these technologies as well.

In the **Ferrites** segment, new orders fell 13% from the previous quarter's Euro 22 million to Euro 19 million. Sales, at Euro 19 million, remained unchanged over the previous quarter's figure. The continuing crisis in wireline telecommunications was the cause of this persistently sluggish business. This continues to be reflected in very low utilization of production capacity and enormous price erosion. In addition, this segment is still feeling the impact of relocation costs. These are the major causes of negative EBIT of minus Euro 8 million for Q3 2002. All relocation measures planned will be completed by the end of this calendar year, so that a low-cost manufacturing basis will be created at the segment's principal manufacturing facilities at Šumperk, Czech Republic, and Kalyani, India, during the 2003 calendar year.

**Outlook**

In view of persistent difficulties in the economic environment, extra cost-cutting and restructuring measures are being taken in all segments. Restructuring is expected to result in one-time charges of about Euro 30 million in Q4 2002, but make a sustained improvement to EPCOS' cost structure in the next fiscal year. Write-downs for production machinery will account for about a third of restructuring costs, expenses for personnel adjustment for the other two-thirds. Some 300 employees in Europe will be affected in 2003.

In view of the latest order trends, EPCOS today assumes that business will continue to stagnate for the time being. Here too, price erosion – albeit declining – must be anticipated.

"EPCOS will therefore tailor its cost structure to deliver positive results even against a background of sustained economic difficulties", said Gerhard Pegam.

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3/4

5



Electronic Parts and Components

Press Release

For the Financial Press

### About EPCOS

The EPCOS Group, a manufacturer of passive electronic components headquartered in Munich, is market leader in Europe and number two worldwide. EPCOS supplies some 40 000 different products to more than 15 000 customers worldwide and operates design, manufacturing and marketing facilities in Europe, the Americas and Asia Pacific. Business fields in which EPCOS is the world's leading vendor account for about half of sales. EPCOS is one of the few global players to cover virtually the entire spectrum of passive electronic components, offering customers one-stop shopping for all their needs.

In fiscal 2001, EPCOS posted net income of Euro 149 million on sales of Euro 1.91 billion. At September 30, 2001, the company employed some 13 000 people worldwide.

Passive electronic components are found in every electrical and electronic product – from telecommunications through automotive and industrial applications to consumer electronics. They are needed to process electrical signals, protect electronic circuitry and control energy supplies.

**N.B.** All financial data has been compiled to US GAAP and is not audited except for data at September 30, 2001.

### Information on live transmission of conference call

On July 31, 2002, the Management Board of EPCOS will inform analysts and investors of business performance in the third quarter of fiscal 2002 in a conference call starting at 4 p.m., Central European Time, 10 a.m., US Eastern Standard Time. This can be heard live at the EPCOS website ([www.epcos.com/conferencecall](http://www.epcos.com/conferencecall)). A transcript of the conference call will be available for downloading from 5 p.m. (CET).

This document may contain forward-looking statements with respect to EPCOS' financial condition, results of operations, business, strategy and plans. In particular, statements using the words "expects", "anticipates" and similar expressions, and statements with regard to management goals and objectives, expected or targeted revenue and expense data, or trends in results of operations or margins are forward-looking in nature. Such statements are based on a number of assumptions that could ultimately prove inaccurate, and are subject to a number of risk factors, including changes in our customers' industries, slower growth in significant markets, changes in our relationships with our principal shareholders, the ability to realize cost reductions and operating efficiencies without unduly disrupting business operations, currency fluctuations, unforeseen environmental obligations, and general economic and business conditions. EPCOS does not assume any obligation to update publicly any forward-looking statement, whether as a result of new information, future events or otherwise. Further information on factors which could affect the Company's financial results is provided in documents filed with the 'Bundesamt für Finanzdienstleistungsaufsicht' and the US Securities and Exchange Commission.

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EPCOS 008-3107-02e

4/4

6



Electronic Parts and Components

**Key figures 3rd Quarter and 9 Months ended June 30, 2002**

(unaudited)

| <b>Orders received</b> | <b>3rd Quarter</b> |              | <b>3rd Quarter</b> |             | <b>9 Months ended</b> |             | <b>9 Months ended</b> |              |
|------------------------|--------------------|--------------|--------------------|-------------|-----------------------|-------------|-----------------------|--------------|
| <b>euro mn</b>         | <b>2002</b>        | <b>+/- %</b> | <b>2001</b>        | <b>2002</b> | <b>+/- %</b>          | <b>2001</b> | <b>2002</b>           | <b>+/- %</b> |
| Capacitors             | 106                | 122          | 48                 | 294         | -35                   | 449         |                       |              |
| Ceramic Components     | 97                 | 41           | 69                 | 284         | -21                   | 360         |                       |              |
| SAW Components         | 95                 | 168          | 35                 | 289         | 4                     | 276         |                       |              |
| Ferrites               | 19                 |              | 2                  | 56          | -19                   | 70          |                       |              |
| <i>Consolidation</i>   | 0                  |              | -1                 | -1          |                       | -2          |                       |              |
| <b>EPCOS Group</b>     | <b>316</b>         | <b>107</b>   | <b>153</b>         | <b>922</b>  | <b>-20</b>            | <b>1153</b> |                       |              |

| <b>Net sales</b>     | <b>3rd Quarter</b> |              | <b>3rd Quarter</b> |             | <b>9 Months ended</b> |             | <b>9 Months ended</b> |              |
|----------------------|--------------------|--------------|--------------------|-------------|-----------------------|-------------|-----------------------|--------------|
| <b>euro mn</b>       | <b>2002</b>        | <b>+/- %</b> | <b>2001</b>        | <b>2002</b> | <b>+/- %</b>          | <b>2001</b> | <b>2002</b>           | <b>+/- %</b> |
| Capacitors           | 107                | -33          | 160                | 320         | -38                   | 518         |                       |              |
| Ceramic Components   | 102                | -23          | 133                | 287         | -37                   | 453         |                       |              |
| SAW Components       | 101                | -3           | 105                | 323         | -27                   | 444         |                       |              |
| Ferrites             | 19                 | -55          | 43                 | 57          | -57                   | 131         |                       |              |
| <i>Consolidation</i> | 0                  |              | 0                  | -1          |                       | -2          |                       |              |
| <b>EPCOS Group</b>   | <b>329</b>         | <b>-25</b>   | <b>440</b>         | <b>985</b>  | <b>-36</b>            | <b>1544</b> |                       |              |

| <b>EBIT</b>        | <b>3rd Quarter</b> |              | <b>3rd Quarter</b> |             | <b>9 Months ended</b> |              | <b>9 Months ended</b> |              |
|--------------------|--------------------|--------------|--------------------|-------------|-----------------------|--------------|-----------------------|--------------|
| <b>euro mn</b>     | <b>2002</b>        | <b>+/- %</b> | <b>2001</b>        | <b>2002</b> | <b>+/- %</b>          | <b>2001</b>  | <b>2002</b>           | <b>+/- %</b> |
| Capacitors         | -6.9               |              | 29.3               | -3.4        |                       | 108.1        |                       |              |
| Ceramic Components | -3.7               |              | 13.6               | -3.4        |                       | 80.8         |                       |              |
| SAW Components     | 1.7                |              | -10.9              | 20.4        |                       | 62.4         |                       |              |
| Ferrites           | -7.5               |              | 2.0                | -21.4       |                       | 8.9          |                       |              |
| <b>EPCOS Group</b> | <b>-16.4</b>       |              | <b>34.0</b>        | <b>-7.8</b> |                       | <b>260.2</b> |                       |              |

| <b>EBIT, % of sales</b> | <b>3rd Quarter</b> |          | <b>3rd Quarter</b> |             | <b>9 Months ended</b> |             | <b>9 Months ended</b> |          |
|-------------------------|--------------------|----------|--------------------|-------------|-----------------------|-------------|-----------------------|----------|
|                         | <b>2002</b>        | <b>%</b> | <b>2001</b>        | <b>2002</b> | <b>%</b>              | <b>2001</b> | <b>2002</b>           | <b>%</b> |
| Capacitors              | -6.5               |          | 18.3               | -1.1        |                       | 20.9        |                       |          |
| Ceramic Components      | -3.6               |          | 10.3               | -1.2        |                       | 17.8        |                       |          |
| SAW Components          | 1.7                |          | -10.4              | 6.3         |                       | 14.1        |                       |          |
| Ferrites                | -39.1              |          | 4.7                | -37.6       |                       | 6.8         |                       |          |
| <b>EPCOS Group</b>      | <b>-5.0</b>        |          | <b>7.7</b>         | <b>-0.8</b> |                       | <b>16.9</b> |                       |          |

| <b>Capex</b>         | <b>3rd Quarter</b> |              | <b>3rd Quarter</b> |             | <b>9 Months ended</b> |             | <b>9 Months ended</b> |              |
|----------------------|--------------------|--------------|--------------------|-------------|-----------------------|-------------|-----------------------|--------------|
| <b>euro mn</b>       | <b>2002</b>        | <b>+/- %</b> | <b>2001</b>        | <b>2002</b> | <b>+/- %</b>          | <b>2001</b> | <b>2002</b>           | <b>+/- %</b> |
| Capacitors           | 7                  | -66          | 22                 | 32          | -45                   | 58          |                       |              |
| Ceramic Components   | 5                  | -73          | 19                 | 21          | -68                   | 68          |                       |              |
| SAW Components       | 6                  | -50          | 12                 | 29          | -75                   | 116         |                       |              |
| Ferrites             | 4                  | -16          | 5                  | 9           | -48                   | 16          |                       |              |
| <i>Consolidation</i> |                    |              | 1                  | 3           |                       | 3           |                       |              |
| <b>EPCOS Group</b>   | <b>23</b>          | <b>-61</b>   | <b>58</b>          | <b>94</b>   | <b>-64</b>            | <b>261</b>  |                       |              |

| <b>Net income</b>  | <b>3rd Quarter</b> |              | <b>3rd Quarter</b> |             | <b>9 Months ended</b> |              | <b>9 Months ended</b> |              |
|--------------------|--------------------|--------------|--------------------|-------------|-----------------------|--------------|-----------------------|--------------|
| <b>euro mn</b>     | <b>2002</b>        | <b>+/- %</b> | <b>2001</b>        | <b>2002</b> | <b>+/- %</b>          | <b>2001</b>  | <b>2002</b>           | <b>+/- %</b> |
| <b>EPCOS Group</b> | <b>-9.3</b>        |              | <b>22.2</b>        | <b>-4.0</b> |                       | <b>174.1</b> |                       |              |

(Annex to press information July 31, 2002)



Electronic Parts and Components

**EPCOS Statement of income, 3rd Quarter and 9 Months ended June 30, 2002**  
(unaudited) (euro in thousands, except share and per share data)

|                                                         | 3rd Quarter    |                | 9 Months ended |                  |
|---------------------------------------------------------|----------------|----------------|----------------|------------------|
|                                                         | Jun 30, 2002   | Jun 30, 2001   | Jun 30, 2002   | Jun 30, 2001     |
| <b>Total net sales</b>                                  | <b>328,919</b> | <b>439,618</b> | <b>985,415</b> | <b>1,544,103</b> |
| <i>% Change vs. Previous year</i>                       | <i>-25.2%</i>  | <i>-11.3%</i>  | <i>-36.2%</i>  | <i>18.2%</i>     |
| Cost of goods sold                                      | 279,181        | 343,744        | 818,873        | 1,094,984        |
| <b>Gross profit</b>                                     | <b>49,738</b>  | <b>95,874</b>  | <b>166,542</b> | <b>449,119</b>   |
| <i>% of sales</i>                                       | <i>15.1%</i>   | <i>21.8%</i>   | <i>16.9%</i>   | <i>29.1%</i>     |
| Research and development expenses                       | 22,835         | 25,097         | 71,126         | 65,771           |
| Marketing and selling expenses                          | 33,070         | 38,465         | 100,429        | 111,173          |
| General and administrative expenses                     | 2,707          | 3,904          | 9,904          | 12,754           |
| <b>Operating income</b>                                 | <b>-8,874</b>  | <b>28,408</b>  | <b>-14,917</b> | <b>259,421</b>   |
| Interest income (-expense), net                         | -1,711         | -1,471         | -4,398         | -2,540           |
| Other income, net                                       | -7,547         | 5,669          | 7,076          | 806              |
| <b>Income before income taxes and minority interest</b> | <b>-18,132</b> | <b>32,606</b>  | <b>-12,239</b> | <b>257,687</b>   |
| Provision for income taxes                              | 8,520          | -10,434        | 7,986          | -83,045          |
| Minority interest                                       | 281            | 19             | 266            | -540             |
| <b>Net income</b>                                       | <b>-9,331</b>  | <b>22,191</b>  | <b>-3,987</b>  | <b>174,102</b>   |
| <i>% of sales</i>                                       | <i>-2.8%</i>   | <i>5.0%</i>    | <i>-0.4%</i>   | <i>11.3%</i>     |
| <i>% Change vs. Previous year</i>                       |                | <i>-66.4%</i>  |                | <i>10.2%</i>     |
| <b>Net income per share</b>                             |                |                |                |                  |
| basic                                                   | -0.14          | 0.34           | -0.06          | 2.67             |
| <b>Weighted average number of shares</b>                |                |                |                |                  |
| basic                                                   | 65,292,457     | 65,299,703     | 65,292,366     | 65,285,996       |

(Annex to press information July 31, 2002)



Electronic Parts and Components

**Balance Sheet**  
(unaudited) euro in thousands

|                                           | Jun 30, 2002     | Sep 30, 2001     |
|-------------------------------------------|------------------|------------------|
| <b>Assets</b>                             |                  |                  |
| Cash and cash equivalents                 | 28,028           | 37,734           |
| Accounts receivable, net                  | 201,658          | 233,807          |
| Inventories, net                          | 234,396          | 237,843          |
| Prepaid expenses and other current assets | 57,206           | 43,335           |
| Deferred income taxes                     | 15,927           | 13,682           |
| <b>Total current assets</b>               | <b>537,215</b>   | <b>566,401</b>   |
| Property, plant and equipment, net        | 755,263          | 802,803          |
| Intangible assets, net                    | 34,168           | 24,879           |
| Deferred income taxes                     | 30,170           | 7,113            |
| Other assets                              | 17,864           | 16,540           |
| <b>Non-current assets</b>                 | <b>837,465</b>   | <b>851,335</b>   |
| <b>Total assets</b>                       | <b>1,374,680</b> | <b>1,417,736</b> |

|                                                   |                  |                  |
|---------------------------------------------------|------------------|------------------|
| <b>Liabilities and Shareholder's Equity</b>       |                  |                  |
| Accounts payable                                  | 123,245          | 145,892          |
| Accrued expenses and other current liabilities    | 168,618          | 228,745          |
| Short-term borrowings                             | 134,134          | 109,785          |
| Current portion of long-term debt                 | 18,147           | 17,103           |
| Deferred income taxes                             | 22,177           | 5,520            |
| <b>Total current liabilities</b>                  | <b>466,321</b>   | <b>507,045</b>   |
| Long-term debt, excluding current installments    | 63,495           | 49,659           |
| Pension liabilities                               | 105,362          | 100,923          |
| Deferred income taxes                             | 11,277           | 12,380           |
| Other liabilities                                 | 43,532           | 49,308           |
| Minority interest                                 | 1,688            | 3,164            |
| <b>Total liabilities</b>                          | <b>691,675</b>   | <b>722,479</b>   |
| <b>Shareholders' equity</b>                       | <b>683,005</b>   | <b>695,257</b>   |
| <b>Total liabilities and shareholders' equity</b> | <b>1,374,680</b> | <b>1,417,736</b> |

(Annex to press information July 31, 2002)



Electronic Parts and Components

**Net Cash Flow, 9 Months ended June 30, 2002**  
 (unaudited) euro in thousands

|                                                  | 9 Months ended |                 |
|--------------------------------------------------|----------------|-----------------|
|                                                  | Jun 30, 2002   | Jun 30, 2001    |
| <b>Net income</b>                                | -3,987         | 174,102         |
| Depreciation and amortization                    | 123,506        | 115,889         |
| Other adjustments                                | -12,438        | 11,583          |
| Change in net current assets                     | -66,139        | -141,307        |
| <b>Net cash provided by operating activities</b> | <b>40,940</b>  | <b>160,266</b>  |
| Net capital expenditures                         | -90,835        | -255,131        |
| Acquisitions                                     | -2,927         | -862            |
| <b>Net cash used in investing activities*</b>    | <b>-93,762</b> | <b>-255,993</b> |
| <b>Net cash flow</b>                             | <b>-52,822</b> | <b>-95,727</b>  |

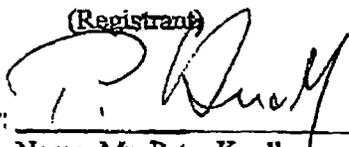
\* without change of financial receivables to Siemens

(Annex to press information July 31, 2002)

**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, thereunto duly authorised.

Dated: August 3, 2002

EPCOS AG  
(Registrant)  
  
By: \_\_\_\_\_  
Name: Mr. Peter Knoll  
Title: General Counsel EPCOS AG