

PRICESMART INC  
Form 8-K  
December 21, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 20, 2004

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**PriceSmart, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-22793**  
(Commission File Number)

**33-0628530**  
(I.R.S. Employer  
Identification No.)

**9740 Scranton Road, San Diego CA 92121**  
(Address of principal executive offices, including zip code)

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Registrant's telephone number, including area code: (858) 404-8800

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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))
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**Item 8.01. Other Events.**

On December 20, 2004, PriceSmart, Inc. issued a press release announcing the subscription period of its previously announced rights offering and that it had begun distributing the rights to purchase shares of its common stock, par value \$0.0001 per share, issued pursuant to the rights offering, to stockholders of record as of November 24, 2004. A copy of the press release is filed herewith as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(c) The following exhibit is filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of PriceSmart, Inc. dated December 20, 2004.

