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

MAY 18, 1998

Date of Report (Date of earliest event reported)

INTUIT INC.

(Exact name of Registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation)

0-21180	77-0034661
(Commission file number)	(I.R.S. Employer Identification No.)

2535 GARCIA AVENUE
MOUNTAIN VIEW, CALIFORNIA 94043

(Address of principal executive offices, including zip code)

(415) 944-6000

(Registrant's telephone number, including area code)

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ITEM 5. OTHER EVENTS

A. MANAGEMENT CHANGES

On May 12, 1998, Intuit Inc. (the "Company" or "Intuit") announced that its Board of Directors plans to elect William V. Campbell as Chairman of the Board and William H. Harris, Jr. as President and Chief Executive Officer of the Company at the next regular Board meeting scheduled for July 28, 1998. Intuit founder Scott D. Cook will become chairman of the Executive Committee of the Board and continue to work full-time with the Company. Mr. Cook currently serves as Chairman of the Board, Mr. Campbell currently serves as President and Chief Executive Officer and Mr. Harris currently serves as Executive Vice President. These changes will be effective August 1, 1998. In addition, the Board elected Harris as a director of the Company, effective May 12, 1998.

Earlier during fiscal 1998, the Company appointed Raymond Stern as Senior Vice President, Strategy, Finance and Administration, appointed Mari J. Baker as Senior Vice President, Human Resources and appointed Mark R. Goines as Senior Vice President, Consumer Finance.

B. ANNOUNCEMENT OF RESULTS FOR THIRD QUARTER OF FISCAL 1998

Included as Exhibit 99.01 hereto, and incorporated herein by reference, is a copy of certain unaudited financial information of the Company for the three and nine months ended April 30, 1998. The financial information included for the quarter ended April 30, 1998 was made publicly available by the Company on May 18, 1998 but is incomplete as the Company has not yet prepared full quarterly financial statements (including footnotes) or filed a Form 10-Q with the Commission with respect to such quarterly results.

Consistent with expected seasonal patterns, for the quarter ended April 30, 1998, Intuit reported net revenue of $142.0 million, compared to $136.3 million in the quarter ended April 30, 1997. The Company's operating loss in the quarter ended April 30, 1998 was $7.3 million, compared to an operating loss of $1.8 million in the quarter ended April 30, 1997. Net loss for the quarter ended April 30, 1998 was $2.2 million, or $0.05 per share, compared to net income of $488,000, or $0.01 per share, in the quarter ended April 30, 1997, on a diluted basis. The Company incurred acquisition related charges from previous acquisitions of $4.0 million and a charge of $16.2 million related to an agreement with America Online, Inc. during the quarter ended April 30, 1998 and in the quarter ended April 30, 1997, the Company had revenue of $18.5 million and expenses of $16.7 million associated with Parsons Technology, a now-divested business, and incurred acquisition related charges of $10.9 million. Excluding these items, the Company's income from operations for the quarter ended April 30, 1998 would have been $15.9 million and its revenue and income from operations for the quarter ended April 30, 1997 would have been $117.8 million and $10.1 million, respectively. Its net income would have been $0.20 per share for the quarter ended April 30, 1998 compared to $0.14 per share for the quarter ended April 30, 1997, on a diluted basis.

Intuit's financial results reflect the highly seasonal nature of its tax and Quicken products. Historically, revenue is highest in the quarter ended January 31. The Company experiences significantly lower revenue levels in the quarters ended April 30, July 31 and October 31, while operating expenses to develop and manage its products and services continue during these periods. Although Intuit's financial results are subject to seasonality, Intuit's quarterly revenue pattern within any given year may vary from year to year due to non-seasonal factors such as the timing of product introductions. Therefore, annual results may provide a more meaningful comparison of operating results than quarter-over-quarter comparisons. In particular, there is no seasonal pattern for the Company's QuickBooks product launches. For example, the third quarter of fiscal 1997 benefited materially from the launch of QuickBooks 5.0 in the second quarter of fiscal 1997, while the third quarter of fiscal 1998 received no such benefit. QuickBooks 6.0 is anticipated to launch at the end of the fourth quarter of fiscal 1998. On the other hand, revenue for the third quarter of fiscal 1998 benefited materially from the timing shift of certain tax revenues from the second quarter into the third quarter due in part to the deferred accounting recognition of electronic filing service revenue. There are various risks and uncertainties associated with the foregoing forward-looking statement regarding the launch of Quickbooks 6.0, including risks of delay, which are possible given the uncertainties of complex software development. Any such delay would have a substantial negative impact on revenue and net income for the fourth quarter of fiscal 1998 and for fiscal 1998 as a whole.

In addition, on April 30, 1998, the Company provided a short-term unsecured loan (due within less than one year) in the amount of $50 million to Excite, Inc. and may provide additional financing to Excite in the future. The loan is on a parity with all other indebtedness of Excite but is subordinated to Excite's current $6 million credit facility. To the extent that Excite is unable to, or fails to, satisfy its obligations with respect to this indebtedness, the Company's operating results and financial condition would be adversely affected.

C. PROPOSED ACQUISITION OF LACERTE

On May 18, 1998, the Company entered into an Asset Purchase Agreement with Lacerte Software Corporation and Lacerte Educational Services

Corporation (together, "Lacerte") under which it agreed to purchase substantially all of Lacerte's assets in exchange for $400 million in cash and to assume substantially all of Lacerte's liabilities (the "Pending Acquisition"). The consummation of the Pending Acquisition is subject to certain conditions, including receipt of regulatory approvals (such as expiration or termination of the applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the ("HSR Act")).

While Intuit expects to consummate the Pending Acquisition in the summer of 1998, no assurance can be given as to when, or whether, the Pending Acquisition will be completed. The Asset Purchase Agreement entitles either party to terminate the agreement if the Pending Acquisition has not been completed by the 120th day after Lacerte files its notification under the HSR Act (which is expected to occur on or about May 22, 1998), subject to extension of up to an additional 60 days under certain circumstances. If the Pending Acquisition is not completed by the applicable date, the Company would be obligated to pay Lacerte up to $20 million, unless the Company had terminated the Asset Purchase Agreement as a result of a material breach by Lacerte or as a result of a material inaccuracy in Lacerte's representations and warranties. In addition, the Company is entitled to terminate the Asset Purchase Agreement at any time prior to closing, upon payment to Lacerte of $10 million if such termination occurs within 60 days of Lacerte's initial filing under the HSR Act or $20 million if the termination occurs after the initial 60 day period.

The Company intends to use the net proceeds from a public offering of equity securities to fund the major portion of the cash purchase price of the Pending Acquisition. However, consummation of the Pending Acquisition is not conditioned on completion of such offering. If such offering is not completed, or if less than the full amount contemplated by such offering is raised, the Company may elect to complete the Pending Acquisition using other cash resources or to terminate the Pending Acquisition and pay the applicable termination fee to Lacerte.

Lacerte is a leading developer and marketer of tax preparation software and services for tax professionals. Its products are used primarily by tax professionals to prepare federal and state income tax returns for individuals and small businesses, as well as estate, trust and gift tax returns. Lacerte's products provide an efficient user friendly interface, but are also designed to support complex returns and analysis. Customers can elect to license each of Lacerte's programs for a single fee for unlimited annual use or to use them on a "pay-per-return" or "remote entry processing" basis. Lacerte currently provides DOS and Windows 95 versions of its products. Lacerte also provides electronic filing services and offers seminars and self-study tutorials in a variety of areas related to tax preparation and software usage. In its fiscal year ended March 31, 1998, Lacerte licensed use of its products to over 30,000 customers, primarily accounting and tax firms.

Lacerte's revenue increased from $62.1 million in fiscal 1996 to $68.1 million in fiscal 1997 and to $75.6 million in fiscal 1998, primarily as a result of increases in unit sales. Lacerte's business has provided it with a relatively stable source of recurring revenue, since users of Lacerte's products must purchase annual updates that reflect tax law and form changes. Although prices for Lacerte's products remained relatively stable from fiscal 1996 through fiscal 1998, Lacerte has recently announced modest increases in prices of many of its products. Lacerte's revenue includes both fees from the license of its products for unlimited annual use and fees for "remote entry processing" where the user is charged a fee for each tax return processed. Revenue from licenses for unlimited annual use is generally recognized at the time of shipment of the product, although a substantial number of customers pay the license fee in advance. Remote entry processing revenues are recognized on electronic delivery to the customer of an encryption key that allows the customer to prepare a return. Lacerte's revenues are highly seasonal, as sales of its products are concentrated in the fiscal quarter ended March 31.

Lacerte's operating expenses remained relatively stable from fiscal 1996 through fiscal 1998. Income from operations increased from $19.8 million, or 31.8% of revenue, in fiscal 1996 to $23.4 million, or 34.3% of revenue, in fiscal 1997 and $28.9 million, or 38.2% of revenue, in fiscal 1998. A portion of Lacerte's general and administrative expenses consist of compensation paid to Lacerte's principal shareholders, who will not remain as employees following the closing of the Pending Acquisition. Intuit anticipates that increases in other operating expenses of Lacerte following the acquisition will partially offset the reduction in compensation expense. Lacerte was not subject to federal income tax as a result of its election to be treated as an "S" corporation under the federal income tax laws.

The Company believes that the Pending Acquisition has the potential to provide it with a number of strategic benefits. The Company believes that the Pending Acquisition will contribute to the Company's recurring revenue base since users of Lacerte's product offerings, like users of the Company's tax products, must purchase annual updates that reflect tax law and form changes. Substantially all of Lacerte's customers renew their licenses each year. Lacerte has been a highly profitable company, and to the extent that Lacerte's profitability can be sustained following consummation of the Pending

Acquisition, it could make a significant contribution to the Company's earnings.

The Company believes that the acquisition of Lacerte could also enable the Company to compete more effectively with other large providers of tax preparation software. As the complexity of professional tax products increases, the annual cost of producing and supporting these products also increases. The Company believes that it is critical to expand its customer base in order to maintain competitive prices. In addition, the Company expects the Pending Acquisition to strengthen its presence in the professional income tax compliance market by enhancing and extending its professional tax preparation software and service offerings, which currently consist primarily of the Company's ProSeries products. The Intuit ProSeries product line and Lacerte's product line can provide complementary solutions for different practitioner preferences. Intuit's ProSeries product line enhances ease of use by permitting data entry directly into familiar government forms and displaying calculations on-screen. In contrast, the Lacerte product line is designed to enhance the preparer's productivity by presenting highly customized input sheets that reduce the time required to complete data entry. The Company believes that having two different products will enable it to better meet the needs of prospective customers in the professional tax compliance market.

The Pending Acquisition, which will be accounted for under the purchase method of accounting, is expected to result in a write-off of approximately $20 million representing in process research and development in the quarter in which the acquisition is consummated. In addition, the Company expects to capitalize certain intangible assets in the amount of approximately $390 million, which it expects to amortize over periods of three and five years. Such amortization will have a negative impact on the Company's future operating results. These purchase price allocations are preliminary and subject to adjustment, which could be material in amount, based upon the Company's further analysis. For federal income tax purposes, the Company expects to amortize the cost of the acquisition over fifteen years and receive tax deductions in the amount of such amortization.

The foregoing discussion of the Pending Acquisition includes forward-looking statements regarding the expected benefits and effects of the Pending Acquisition of Lacerte by the Company, including statements regarding strategic benefits of the Pending Acquisition, Lacerte's profitability and contribution to the Company's profitability, the effect of the Pending Acquisition on the Company's competitiveness in the market for professional tax software and the timing and amount of expenses to be incurred by the Company as a result of the Pending Acquisition. The Pending Acquisition and Lacerte's business are subject to a number of risks that could adversely affect the Company's ability to achieve the anticipated benefits of the Pending Acquisition. The Company currently intends that Lacerte will remain as a separate entity and that its personnel and its sales and marketing, research and development, customer support and administrative organizations will not be combined with those of the Company. This could create operating inefficiencies, could make it more difficult to retain key personnel and could cause difficulties in communicating with, and sharing information between, the Company's and Lacerte's operations, including with respect to the preparation of combined financial statements. These challenges may be exacerbated by the fact that Lacerte's operations and personnel are located in Texas, where the Company does not currently have any material operations. The need to focus management's attention on establishing relationships with, and procedures for communicating with, Lacerte may reduce the ability of the Company to successfully pursue other opportunities for a period of time. The departure of key Lacerte employees or significant numbers of Lacerte employees could have a material adverse effect on the Company. The Company may face difficulties in retaining Lacerte's customers, and customers' uncertainties as to the Company's plans and ability to support both Lacerte's products and its existing ProSeries software after the acquisition could adversely affect the Company's ability to retain these customers, which would have a material adverse effect on the Company. Lacerte is beginning a significant transition of its product line to a planned 32-bit version, and this transition will require significant development efforts. There can be no assurance that Lacerte will successfully develop this version of its products, or that this new version of its products will perform as expected. Departures of engineering personnel following the acquisition, or other uncertainties caused by the acquisition, could adversely affect the ability of Lacerte to develop this product. In the event that the Company and Lacerte in the future determine to integrate their operations, such integration could also present a number of risks and result in the diversion of management's attention.

Under the terms of the Asset Purchase Agreement, the Company is assuming substantially all of the liabilities related to Lacerte's business with the exception of certain tax liabilities. If unanticipated liabilities are discovered after the consummation of the Pending Acquisition, the Company will likely bear the obligation to satisfy those liabilities, which could have a material adverse effect on the Company's operating results.

D. JOINT VENTURE

In May 1998, the Company formed a joint venture company to focus on development of certain Web-oriented finance products. The joint venture company has received $23 million through the sale of equity interests to private investors and obtained conditional commitments to receive up to an additional $23 million in capital contributions from these investors. An affiliate of Morgan Stanley & Co. Incorporated is the principal investor in this joint venture company, and a venture capital fund managed by Kleiner Perkins Caufield & Byers, of which L. John Doerr, a director of the Company, is a general partner, has agreed to invest $1 million in the joint venture company. In exchange for its equity interest in the joint venture company, the Company has granted the joint venture company licenses to certain technology and intellectual property rights related to certain Web-oriented finance products and has agreed not to compete in certain areas of server-based personal finance for a period of ten years. The Company will manage the development of the new products and the commercialization efforts of the joint venture company and has been granted the option to purchase the equity interests of the investors in the joint venture company during a period of time beginning two years after formation of the joint venture company at a price to be determined by a formula. The cost of exercising the option to purchase the investors' equity interests would be substantial and would result in the acquisition of certain intangible assets that would be amortized over the expected useful life of the new company's technology. The development of Web-oriented finance products is subject to significant technological risks, and there can be no assurance that the development will be successful or that the Company's purchase option will be exercised.

E. SFAS 128 INFORMATION

In February 1997, the Financial Accounting Standards Board issued Statement of Accounting Standard, No. 128, "Earnings Per Share" (SFAS 128), which replaced the calculation of primary and fully diluted earnings per share with basic and diluted earnings per share. Exhibit 99.05 includes basic and diluted per share information for the quarter ended October 31, 1997 and the quarters in each of the years ended July 31, 1997 and July 31, 1996 and for the years ended September 30, 1993, the ten months ended July 31, 1994 and the years ended July 31, 1995, 1996 and 1997, and such information is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(a) FINANCIAL STATEMENTS OF BUSINESS ACQUIRED

Included as Exhibit 99.02 hereto, and incorporated herein by reference, is a copy of the audited combined financial statements of Lacerte as of March 31, 1997 and 1998 and for the years ended March 31, 1996, 1997 and 1998. Included as Exhibit 99.03 hereto, and incorporated herein by reference, is a copy of certain unaudited financial information of Lacerte for the six months ended March 31, 1998. The unaudited financial information included for the six months ended March 31, 1998 is incomplete as it was prepared solely for purposes of preparing pro forma condensed combining statements of operations data and does not include all of the information required by Regulation S-X for full quarterly financial statements, such as footnotes.

(b) PRO FORMA FINANCIAL INFORMATION

Included as Exhibit 99.03 hereto, and incorporated herein by reference, is a copy of the pro forma condensed combining financial information with respect to the proposed acquisition of Lacerte by the Company, which combine the statement of operations of the Company for the year ended July 31, 1997 and the six months ended January 31, 1998 with the statements of operations of Lacerte for the year ended September 30, 1997 and the six months ended March 31, 1998, respectively, as if the Pending Acquisition had occurred as of the earliest period presented, and the balance sheets of the Company as of January 31, 1998 and of Lacerte as of March 31, 1998, as if the Pending Acquisition had occurred as of January 31, 1998.

(c) EXHIBITS

The following exhibits are filed herewith:

<TABLE>
<CAPTION>

Number	Description
<S>	<C>
*2.01	Asset Purchase Agreement dated as of May 18, 1998 by and between the Company and Lacerte.
23.01	Consent of Price Waterhouse LLP, Independent Accountants.
99.01	Unaudited financial information of the Company as of April 30,

	1997 and for the three and nine month periods then ended.
99.02	Audited Combined Financial Statements of Lacerte as of March 31, 1997 and 1998 and for the years ended March 31, 1996, 1997 and 1998.
99.03	Unaudited condensed combined income statement information of Lacerte for the six month period ended March 31, 1998.
99.04	Pro forma financial information of the Company and Lacerte.
99.05	Restatement of Earnings Per Share Under Statement of Financial Accounting Standards No. 128.

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* To be filed by amendment.

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 authorized.

INTUIT INC.

Dated: May 18 , 1998

/s/ Greg J. Santora

Greg J. Santora
Vice President and Chief
Financial Officer

EXHIBIT INDEX

<TABLE>
<CAPTION>

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99.05	Restatement of Earnings Per Share Under Statement of Financial Accounting Standards No. 128.

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* To be filed by amendment.

EXHIBIT 23.01

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectus Supplement constituting part of the Registration Statements on Form S-3 (No. 333-50417 and 33-99646) of Intuit Inc. and in the Registration Statements on Form S-8 of Intuit Inc. (File Nos. 33-59458, 33-95049, 33-73222, 333-06889, 333-14715, 333-16827, 333-16829, 333-20361, 333-45285, 333-45277 and 333-45287) and Form S-4 of Intuit Inc. (File No. 33-99644) of our report dated May 15, 1998 relating to the combined financial statements of Lacerte Software Corporation and Lacerte Educational Services Corporation, which appears in the Current Report on Form 8-K of Intuit Inc. dated May 18, 1998. We also consent to the references to us under the heading "Experts" and "Selected Financial Data of Lacerte" in such Prospectus Supplement. However, it should be noted that Price Waterhouse LLP has not prepared or certified such "Selected Financial Data of Lacerte."

PRICE WATERHOUSE LLP

Dallas, Texas
May 18, 1998

EXHIBIT 99.01

INTUIT INC.
CONDENSEND CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION
(UNAUDITED)

<TABLE>
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	THREE MONTHS ENDED APRIL 30,		NINE MONTHS ENDED APRIL 30,	
	1997	1998	1997	1998
	(IN THOUSANDS, EXCEPT PER SHARE DATA)			
<S>	<C>	<C>	<C>	<C>
Net revenue	$ 136,326	$ 141,996	$ 504,810	$ 475,467
Costs and expenses:				
Cost of goods sold:				
Product	28,917	29,331	114,583	97,206
Amortization of purchased software and other	526	588	680	1,941
Customer service and technical support	27,040	26,389	95,111	91,821
Selling and marketing	40,196	55,067	130,832	134,006
Research and development	22,393	25,381	67,784	78,159
General and administrative	8,737	9,180	31,361	27,387
Charge for purchased research and development	6,080	--	11,009	--
Other acquisition costs, including amortization of goodwill and purchased intangibles	4,284	3,369	20,778	12,230
Total costs and expenses	138,173	149,305	472,138	442,750
Income (loss) from operations	(1,847)	(7,309)	32,672	32,717
Interest and other income and expense, net	2,806	3,104	6,612	7,375
Gain on disposal of business	--	--	--	4,321
Income (loss) from continuing operations before income taxes	959	(4,205)	39,284	44,413
Income tax provision (benefit)	471	(1,999)	22,400	17,534
Net income (loss) from continuing operations after tax	488	(2,206)	16,884	26,879
Gain on sale of discontinued operations, net of tax	--	--	71,240	--
Net income (loss)	$ 488	$ (2,206)	$ 88,124	$ 26,879
Basic net income (loss) per share from continuing operations	0.01	(0.05)	0.36	0.56
Basic net income per share from sale of discontinued operations	--	--	1.54	--
Basic net income (loss) per share	$ 0.01	$ (0.05)	$ 1.90	$ 0.56
Shares used in per share amounts	46,526	48,209	46,322	47,618
Diluted net income (loss) per share from continuing operations	0.01	(0.05)	0.36	0.54
Diluted net income per share from sale of discontinued operations	--	--	1.50	--
Diluted net income (loss) per share	$ 0.01	$ (0.05)	$ 1.86	$ 0.54
Shares used in per share amounts	47,252	48,209	47,407	49,560

</TABLE>

INTUIT INC.
CONDENSED CONSOLIDATED BALANCE SHEET
(In Thousands)
(Unaudited)

	April 30, 1998
ASSETS:	

Current assets:	
Cash, cash equivalents and short-term investments	$ 247,258
Marketable securities	479,227
Accounts receivable, net	118,676
Due from affiliate	50,000
Inventories	2,015
Prepaid expenses	23,310
Total current assets	920,486
Property and equipment, net	69,575
Intangible assets	11,737
Goodwill, net	16,166
Other assets	13,397
Investments	11,000
Restricted investments	31,053
Total assets	$1,073,414
LIABILITIES AND STOCKHOLDERS EQUITY:	
Current liabilities:	
Accounts payable	$ 48,218
Accrued compensation and related liabilities	22,761
Deferred revenue	28,820
Income taxes payable	6,213
Deferred income taxes	126,219
Other accrued liabilities	165,059
Total current liabilities	397,290
Long-term obligations	39,173
Long-term deferred income taxes	117
Stockholders' equity	636,834
Total liabilities and stockholders' equity	$1,073,414

EXHIBIT 99.02

LACERTE SOFTWARE CORPORATION AND LACERTE EDUCATIONAL SERVICES CORPORATION

COMBINED FINANCIAL STATEMENTS

MARCH 31, 1998, 1997 AND 1996

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Stockholders of
Lacerte Software Corporation and Lacerte Educational
Services Corporation

In our opinion, the accompanying combined balance sheets and the related combined statements of income, of changes in stockholders' equity, and of cash flows present fairly, in all material respects, the combined financial position of Lacerte Software Corporation and Lacerte Educational Services Corporation (together the "Company") at March 31, 1998 and 1997, and the combined results of their operations and their cash flows for each of the three years in the period ended March 31, 1998, in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

PRICE WATERHOUSE LLP

Dallas, Texas
May 15, 1998

LACERTE SOFTWARE CORPORATION AND
LACERTE EDUCATIONAL SERVICES CORPORATION
COMBINED BALANCE SHEETS
MARCH 31, 1998 AND 1997

<TABLE>
<CAPTION>

<S>	1998 <C>	1997 <C>
ASSETS		
Current assets:		
Cash and cash equivalents	$ 6,621,427	$ 4,809,957
Accounts receivable	8,512,977	6,987,692
Notes receivable from stockholders	3,067,726	3,212,056
Other assets	163,033	327,846
Total current assets	18,365,163	15,337,551
Property and equipment, net	2,965,957	2,742,540
Intangible assets, net	1,103,694	1,639,284
Other assets	386,345	546,139
Total assets	$22,821,159	$20,265,514
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 771,421	$ 855,191
Line of credit	--	1,000,000
Accrued compensation	1,702,948	1,516,229
Deferred revenue	1,001,606	1,028,993
Accrued post-contract customer support	2,625,952	2,780,319
Taxes payable and other	1,541,631	1,332,269

Total current liabilities	7,643,558	8,513,001
Commitments and Contingencies (Note 7)		
Stockholders' equity:		
Common stock-Lacerte Software Corporation, no par value 1,000 shares authorized, 1,000 shares issued and outstanding	2,000	2,000
Common stock-Lacerte Educational Services Corporation, no par value 1,000 shares authorized, 1,000 shares issued and outstanding	10,000	10,000
Retained earnings	15,165,601	11,740,513
Total stockholders' equity	15,177,601	11,752,513
Total liabilities and stockholders' equity	$22,821,159	$20,265,514

</TABLE>

The accompanying notes are an integral
part of these combined financial statements.

LACERTE SOFTWARE CORPORATION and
LACERTE EDUCATIONAL SERVICES CORPORATION
COMBINED STATEMENTS OF INCOME
YEARS ENDED MARCH 31, 1998, 1997 AND 1996

<TABLE>
<CAPTION>

<S>	1998 <C>	1997 <C>	1996 <C>
Revenue	$75,586,314	$68,129,126	$62,081,359
Operating expenses:			
Cost of revenue	4,480,158	4,369,134	4,244,766
Software support	5,681,081	6,358,806	5,716,357
Research and development	15,470,931	14,041,773	12,313,882
Sales and marketing	4,557,395	4,687,060	4,521,867
General and administrative	16,525,717	15,283,963	15,532,350
Total operating expenses	46,715,282	44,740,736	42,329,222
Income from operations	28,871,032	23,388,390	19,752,137
Other income, net	712,678	515,587	662,789
Income before state income taxes	29,583,710	23,903,977	20,414,926
State tax provision	158,622	463,800	608,605
Net income	$29,425,088	$23,440,177	$19,806,321

</TABLE>

The accompanying notes are an integral
part of these combined financial statements.

LACERTE SOFTWARE CORPORATION and
LACERTE EDUCATIONAL SERVICES CORPORATION
COMBINED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
YEARS ENDED MARCH 31, 1998, 1997 AND 1996

<TABLE>

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	Common Stock Number of Shares		Common Stock Additional Paid-In-Capital			
	Lacerte Software Corporation	Lacerte Eductional Services Corporation	Lacerte Software Corporation	Lacerte Eductional Services Corporation	Retained Earnings	Total Stockholders' Equity
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Balance at March 31, 1995	1,000	--	$ 1,000	$ --	$ 11,494,015	$ 11,495,015
Net income	--	--	--	--	19,806,321	19,806,321
Dividend payments	--	--	--	--	(23,000,000)	(23,000,000)
Balance at March 31, 1996	1,000	--	1,000	--	8,300,336	8,301,336
Net income	--		--	--	23,440,177	23,440,177
Dividend payments	--		--	--	(20,000,000)	(20,000,000)
Issuance of common stock	1,000	1,000	1,000	10,000	--	11,000
Dissolution of California Corporation (Note 1)	(1,000)		--	--	--	--
Balance at March 31, 1997	1,000	1,000	2,000	10,000	11,740,513	11,752,513
Net income	--	--	--	--	29,425,088	29,425,088
Dividend payments	--	--	--	--	(26,000,000)	(26,000,000)
Balance at March 31, 1998	1,000	1,000	$ 2,000	$ 10,000	$ 15,165,601	$ 15,177,601

</TABLE>

The accompanying notes are an integral
part of these combined financial statements.

LACERTE SOFTWARE CORPORATION and
LACERTE EDUCATIONAL SERVICES CORPORATION
COMBINED STATEMENTS OF CASH FLOWS
YEARS ENDED MARCH 31, 1998, 1997 AND 1996

<TABLE>
<CAPTION>

	1998	1997	1996
<S>	<C>	<C>	<C>
Cash flows from operating activities:			
Net income	$ 29,425,088	$ 23,440,177	$ 19,806,321
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	1,496,011	1,753,802	1,694,350
Changes in assets and liabilities:			
Increase in accounts receivable	(1,525,285)	(1,089,044)	(1,184,267)
Decrease in other assets	324,607	129,010	876,056
Decrease in accounts payable	(83,770)	(396,043)	(16,229)
Increase in accrued compensation	186,719	254,503	314,034

Decrease in deferred revenue	(27,387)	(51,978)	(76,959)
(Decrease) increase in post -contract customer support	(154,367)	180,319	--
Increase in taxes payable and other	209,362	700,325	602,218
Net cash provided by operating activities	29,850,978	24,921,071	22,015,524
Cash flows from investing activities:			
Purchases of property and equipment	(1,183,838)	(1,810,704)	(2,487,694)
Issuance of notes receivable from stockholders	(4,328,519)	(1,919,060)	(237,483)
Repayments of notes receivable from stockholders	4,472,849	1,631,597	4,285,591
Net cash provided by (used in) investing activities	(1,039,508)	(2,098,167)	1,560,414
Cash flows from financing activities:			
Proceeds from borrowings on line of credit	--	1,000,000	--
Principal payments on borrowings from line of credit	(1,000,000)	--	--
Principal payments on notes payable	--	(802,403)	(882,238)
Dividend payments	(26,000,000)	(20,000,000)	(23,000,000)
Proceeds from issuance of common stock	--	11,000	--
Net cash used in financing activities	(27,000,000)	(19,791,403)	(23,882,238)
Net increase (decrease) in cash and cash equivalents	1,811,470	3,031,501	(306,300)
Cash and cash equivalents at beginning of year	4,809,957	1,778,456	2,084,756
Cash and cash equivalents at end of year	$ 6,621,427	$ 4,809,957	$ 1,778,456
Supplemental cash flow information:			
Interest paid	$ 7,115	$ 23,971	$ 59,489
Taxes paid	$ 138,795	$ 425,412	$ 542,309

</TABLE>

The accompanying notes are an integral part of these combined financial statements.

LACERTE SOFTWARE CORPORATION AND
LACERTE EDUCATIONAL SERVICES CORPORATION
NOTES TO COMBINED FINANCIAL STATEMENTS

1. ORGANIZATION AND BASIS OF FINANCIAL STATEMENT PRESENTATION

Lacerte Software Corporation ("Lacerte Software") was incorporated in the State of California in December 1978. In July 1996, Lacerte Software completed a reorganization resulting in the merger of the California corporation into a newly created Delaware corporation of the same name. In connection with the 1996 reorganization, the California corporation was dissolved. Lacerte Software develops, markets and sells computer software for the professional tax preparation market.

In April 1996, the stockholders of Lacerte Software formed Lacerte Educational Services Corporation ("Lacerte Educational"), a Delaware corporation, to provide seminars and educational services to the professional tax preparer market. The stockholders of Lacerte Educational and Lacerte Software are similar such that these entities are companies under common control.

The accompanying combined financial statements present the combined balances of Lacerte Software and Lacerte Educational (together the "Company") for the period after the formation of Lacerte Educational Services Corporation. All intercompany accounts and transactions have been eliminated. Prior to the formation of Lacerte Educational, the financial statements represent the balances and activities of Lacerte Software on a stand alone basis.

Effective May 1, 1996, Lacerte Software and Lacerte Educational entered into a Service and Management Agreement. Lacerte Software agreed to provide Lacerte Educational with support services and Lacerte Educational agreed to provide Lacerte Software with sales leads for Lacerte Software's products and services. Lacerte Educational made payments to Lacerte Software of $300,000 and $210,082 for services provided during fiscal years ending March 31, 1998 and 1997, respectively. Unpaid balances accrue interest at 7%. Unpaid balances were $180,237 and $165,937 at March 31, 1998 and 1997, respectively. Such intercompany balances and transactions have been eliminated in these combined financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

USE OF ESTIMATES

The preparation of these combined financial statements in conformity with generally accepted accounting principles requires management of the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

REVENUE RECOGNITION

In-house

In-house software includes federal and state income tax forms for the tax preparer market. In-house revenue is generally recognized at the time of shipment of the Company's software, as no significant vendor obligations exist and collections of accounts receivable are probable. Advance payments are recorded as deferred revenue until the related products are shipped. The Company accrues the cost of providing vendor obligations at the time of shipment. Such costs are included in accrued post-contract customer support.

Remote Entry Processing

Remote entry processing has a transaction based fee structure whereby the user is charged a fee for each tax return processed. Revenue from remote entry processing is recognized upon delivery of an electronic encryption key to unlock the Company's software, as no significant future vendor obligations exist and collections of accounts receivable are probable. Advance deposits are recorded as deferred revenue until the Company's software is shipped. Unused deposits are recorded as revenue upon shipment of the subsequent year's software.

Training revenue

Training revenue is recognized as the services are performed.

RESEARCH AND DEVELOPMENT COSTS

Research and development costs are incurred for the development of new products or bringing about significant improvements to existing products. Statement of Financial Accounting Standard No. 86, "Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed" (SFAS No. 86), requires the capitalization of certain software development costs once technological feasibility is established. The capitalized cost is then amortized on a straight-line basis over the estimated product life, or based on the ratio of current revenues to total projected product revenues, whichever is greater. Technological feasibility does not occur for the Company's products until testing of a working model has been performed at which time the products are substantially ready for release to the customer, therefore, no costs have been capitalized with respect to product development.

INTANGIBLE ASSETS

The cost of identified intangibles is generally amortized on a straight-line basis over periods ranging from one to seven years. The carrying value of intangible assets is reviewed by management on a periodic basis for indications of a potential impairment as required by Statement of Financial Accounting Standard No. 121, "Accounting for the

Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of" ("SFAS No. 121"). To date, no impairment has been recorded for the Company's intangible assets.

CASH AND EQUIVALENTS

Cash and cash equivalents includes all highly liquid investment instruments with an original maturity of three months or less.

PROPERTY AND EQUIPMENT

Property and equipment are stated at cost less accumulated depreciation. Depreciation is recorded using the straight-line method over the estimated useful lives of the assets, ranging from three to twenty years. Leasehold improvements are amortized over the shorter of the remaining term of the lease or the estimated life of the asset. Expenditures for repairs and maintenance are charged to expense as incurred.

FAIR VALUE OF FINANCIAL INSTRUMENTS

As of March 31, 1998 and 1997, the Company is not a party to any off-balance sheet financial instruments. All financial instruments recorded at March 31, 1998 and 1997 are either of very short maturity or carry interest rates which approximate market rates. As such, the fair value of financial instruments approximates their carrying value as of March 31, 1998 and 1997.

INCOME TAXES

The Company, with the consent of its stockholders, has elected under the Internal Revenue Code to be an "S" corporation. In lieu of federal corporate income taxes, the stockholders of an "S" corporation are taxed on their proportionate shares of the Company's taxable income. Therefore, no provision or liability for federal income taxes has been included in these financial statements, as the tax effects of the Company's activities accrue to the individual stockholders.

ADVERTISING COSTS

Advertising costs are expensed as incurred. Advertising expense for the years ended March 31, 1998, 1997 and 1996 was approximately $390,585, $635,995 and $377,779, respectively.

NEW ACCOUNTING PRONOUNCEMENTS

On October 27, 1997, the American Institute of Certified Public Accountants ("AICPA") issued Statement of Position 97-2, "Software Revenue Recognition" ("SoP 97-2"). This statement, which supercedes Statement of Position 91-1, provides guidance for recognizing revenue on software transactions. SoP 97-2 is effective for transactions entered into during fiscal years beginning after December 31, 1997. The Company will adopt SoP 97-2 in its fiscal year ending March 31, 1999 and is currently assessing the impact of SoP 97-2 on its revenue recognition policy.

The Financial Accounting Standards Board has issued Statement of Financial Accounting Standards No. 129, "Disclosure of Information about Capital Structure". The Company adopted the statement effective April 1, 1997. The adoption did not have a material effect on the Company's combined financial statements.

3. INTANGIBLE ASSETS

Components of intangible assets are as follows at March 31, 1998 and 1997:

	1998	1997
Customer lists	$ 2,758,131	$ 2,758,131
Covenants not to compete	2,105,000	2,105,000
Other intangibles	598,201	598,201
	5,461,332	5,461,332
Less: accumulated amortization	(4,357,638)	(3,822,048)
	$ 1,103,694	$ 1,639,284

Amortization expense for intangible assets totaled $535,590, $576,840 and $743,791 for the years ended March 31, 1998, 1997 and 1996, respectively.

In conjunction with the acquisition of the above intangible assets, the Company issued certain notes payable, some of which were personally guaranteed by the Company's President and Chief Executive Officer. Principal payments on notes payable totaled $802,403 and $882,238 for the years ended March 31, 1997 and 1996, respectively. Related interest expense was $5,973 and $50,706 for the years ended March 31, 1997 and 1996, respectively.

4. NOTES RECEIVABLE FROM STOCKHOLDERS

During the years ended March 31, 1998, 1997, and 1996, the Company loaned money to certain stockholders totaling $4,025,000, $1,690,000 and $84,000. These loans, in the form of notes receivable, are unsecured. Two of the Company's principal stockholders also have unsecured lines of credit with the Company. These amounts are due upon demand by the Company. Draws on these lines of credit totaled $303,519, $229,060 and $155,483 for the years ended March 31, 1998, 1997 and 1996, respectively. The above notes receivable and lines of credit are interest bearing at rates ranging from 5% to 7.5%. The Company recognized interest income related to these notes receivable and lines of credit totaling $224,390, $296,266 and $313,927, for the years ended March 31, 1998, 1997 and 1996, respectively. Both the notes receivable and the outstanding borrowings on the lines of credit are included in notes receivable from stockholders.

5. LINE OF CREDIT

In August 1995, the Company entered into an unsecured line of credit agreement with a bank for an amount up to $2,000,000. Outstanding balances are payable upon demand with interest to be paid monthly at the bank's prime rate minus 2% (6.5% at March 31, 1997). At March 31, 1997, the Company had an outstanding balance of $1,000,000 under this facility. Available balances under this agreement were $2,000,000 and $1,000,000 at March 31, 1998 and 1997, respectively. There are no commitment fees related to this credit facility.

The line of credit is guaranteed by an unsecured personal guarantee of the Company's President and Chief Executive Officer, supported by an assignment of a life insurance policy in the amount of $1,000,000. The premiums for this policy are paid by the Company. The credit facility contains certain restrictive covenants.

6. PROPERTY AND EQUIPMENT

Property and equipment at March 31, 1998 and 1997 is comprised of the following:

	1998	1997
Property and equipment	$ 3,239,108	$ 2,327,119

Land and building	500,825	500,825
Furniture and fixtures	1,365,707	1,362,028
Computer software	429,017	160,847
Leasehold improvements	1,081,259	1,081,259
	6,615,916	5,432,078
Less: accumulated depreciation	(3,649,959)	(2,689,538)
	$ 2,965,957	$ 2,742,540

</TABLE>

Depreciation expense totaled $960,421, $1,176,962 and $950,559 for the years ended March 31, 1998, 1997 and 1996, respectively.

7. COMMITMENTS AND CONTINGENCIES

The Company leases its office facilities under a non-cancelable operating lease, which expires October 31, 2001. In addition to base rent, the Company is obligated to pay its pro-rata share of operating expenses.

Future minimum lease commitments under the operating lease as of March 31, 1998 are as follows:

<TABLE>
<CAPTION>

Years Ending March 31,	Minimum lease payments
<S>	<C>
1999	$1,580,809
2000	1,580,809
2001	1,580,809
2002	857,879
	$5,600,306

</TABLE>

Rent expense for the years ended March 31, 1998, 1997 and 1996 was approximately $1,785,114, $1,797,856 and $1,738,580, respectively.

The company entered into a three year contract, which extends through October 31, 2000, whereby it has committed to purchase at least $900,000 per year of long distance service with a carrier.

8. BENEFIT PLANS

Management Incentive Program

The Company maintains a management incentive program for certain of its full-time employees. Amounts provided are determined pursuant to criteria established by the President and Chief Executive Officer. Compensation expense related to this program was approximately $6,455,295, $5,667,673 and $4,436,730 for the years ended March 31, 1998, 1997 and 1996, respectively.

401(k) Retirement Savings Plan

The Company maintains a 401(k) retirement savings plan for its full-time employees. Each participant may elect to contribute from 1% to 14% of his or her annual salary to the plan, subject to IRS limitations. The Company matches 50% of employee contributions. Matching contributions were approximately $649,435, $616,321, and $506,977, respectively, for the years ended March 31, 1998, 1997, and 1996.

***

EXHIBIT 99.03

LACERTE SOFTWARE CORPORATION AND LACERTE EDUCATIONAL SERVICES CORPORATION
UNAUDITED CONDENSED COMBINED STATEMENT OF OPERATIONS INFORMATION

	SIX MONTHS ENDED MARCH 31, 1998
	(IN THOUSANDS)
Net revenue	$ 64,208
Costs and expenses:	
Cost of goods sold:	
Product	3,185
Amortization of purchased software and other	--
Customer service and technical support	3,523
Selling and marketing	2,442
Research and development	8,925
General and administrative	9,150
Other acquisition costs, including amortization of goodwill and purchased intangibles	--
Total costs and expenses	27,225
Income (loss) from operations	36,983
Interest and other income and expense, net	331
Gain on disposal of business	--
Net income (loss) before income taxes	37,314
Provision for (benefit from) income taxes	71
Net income (loss)	$ 37,243

EXHIBIT 99.04

UNAUDITED PRO FORMA CONDENSED COMBINING FINANCIAL INFORMATION

The following pro forma condensed combining statements of operations are set forth herein to give effect to the net proceeds to the Company from the sale of 8,400,000 shares of Common Stock at an assumed offering price of $45.875 per share and the acquisition of Lacerte by Intuit as if such acquisition had occurred as of the beginning of each period presented by combining the statements of operations data of (i) the Company for the year ended July 31, 1997 and Lacerte for the twelve month period from October 1, 1996 through September 30, 1997 and (ii) the Company for the six months ended January 31, 1998 and Lacerte for the six months ended March 31, 1998, respectively. The pro forma condensed combining balance sheet data gives effect to the acquisition of Lacerte by Intuit as if such acquisition had occurred on January 31, 1998. The pro forma combined consolidated financial information does not reflect any potential cost savings which may be obtained following the Pending Acquisition. The pro forma adjustments and assumptions are based on estimates, evaluations and other data currently available. In particular, such adjustments include information based upon the Company's preliminary allocation of the purchase price for the Pending Acquisition, which is subject to adjustment based upon the Company's further analysis. The pro forma condensed combining statements of operations is provided for illustrative purposes only and is not necessarily indicative of the combined results of operations that would have been reported had the Pending Acquisition occurred on August 1, 1996, nor does it represent a forecast of the combined future results of operations for any future period. All information contained herein should be read in conjunction with the Consolidated Financial Statements and the Notes thereto of the Company and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the Company's Form 10-K for the year ended July 31, 1997, the Financial Statements and Notes thereto of Lacerte included in the Company's Form 8-K dated May 18, 1998 and the Notes to the unaudited pro forma condensed combining financial information.

<TABLE>
<CAPTION>

UNAUDITED PRO FORMA CONDENSED COMBINING INCOME STATEMENT DATA:	INTUIT FOR THE SIX MONTHS ENDED JANUARY 31, 1998	LACERTE FOR THE SIX MONTHS ENDED MARCH 31, 1998	PRO FORMA ADJUSTMENTS	PRO FORMA COMBINED
	(IN THOUSANDS, EXCEPT PER SHARE DATE)			
<S>	<C>	<C>	<C>	<C>
Net revenue	$333,471	$ 64,208	$ --	$397,679
Costs and expenses:				
Cost of goods sold:				
Product	67,875	3,185	--	71,060
Amortization of purchased software and other	1,353	--	--	1,353
Customer service and technical support	65,432	3,523	--	68,955
Selling and marketing	78,939	2,442	--	81,381
Research and development	52,778	8,925	--	61,703
General and administrative	18,207	9,150	--	27,357
Other acquisition costs, including amortization of goodwill and purchased intangibles	8,861	--	61,316(e)	70,177
Total costs and expenses	293,445	27,225	61,316	381,986
Income (loss) from operations	40,026	36,983	(61,316)	15,693
Interest and other income and expense, net	4,271	331	--	4,602
Gain on disposal of business	4,321	--	--	4,321
Net income (loss) before income taxes	48,618	37,314	(61,316)	24,616
Provision for (benefit from) income taxes	19,533	71	(9,672)(f)	9,932
Net income (loss)	$ 29,085	$ 37,243	$(51,644)	$ 14,684
Basic net income per share	$ 0.61			$ 0.26
Shares used in computing basic net income per share	47,322		8,400(a)	55,722
Diluted net income per share	$ 0.59			$ 0.26

Shares used in computing diluted net income per share....................	48,929		8,400(a)	57,329
	========		========	========

</TABLE>

See accompanying notes.

<TABLE>
<CAPTION>

UNAUDITED PRO FORMA CONDENSED COMBINING INCOME STATEMENT DATA:	INTUIT FOR THE YEAR ENDED JUL. 31, 1997	LACERTE FOR THE YEAR ENDED SEPT. 30, 1997	PRO FORMA ADJUSTMENTS	PRO FORMA COMBINED
	(IN THOUSANDS, EXCEPT PER SHARE DATA)			
<S>	<C>	<C>	<C>	<C>
Net revenue........................	$598,925	$ 69,474	$ --	$668,399
Costs and expenses:				
Cost of goods sold:				
Product.......................	137,281	4,417	--	141,698
Amortization of purchased software and other..........	1,489	--	--	1,489
Customer service and technical support......................	119,762	5,768	--	125,530
Selling and marketing...........	162,047	4,499	--	166,546
Research and development.........	93,018	14,091	--	107,109
General and administrative.......	37,460	15,620	--	53,080
Charge for purchased research and development...................	11,009	--	--	11,009
Other acquisition costs, including amortization of goodwill and purchased intangibles...................	26,543	--	122,632(e)	149,175
Restructuring costs.............	10,356	--	--	10,356
	--------	--------	--------	--------
Total costs and expenses..............	598,965	44,395	122,632	765,992
	--------	--------	--------	--------
Income (loss) from operations............	(40)	25,079	(122,632)	(97,593)
Interest and other income and expense, net....................	9,849	471	--	10,320
	--------	--------	--------	--------
Income (loss) from continuing operations before income taxes...	9,809	25,550	(122,632)	(87,273)
Provision for (benefit from) income taxes..........................	12,741	322	(39,155)(f)	(26,092)
	--------	--------	--------	--------
Income (loss) from continuing operations......................	(2,932)	25,228	(83,477)	(61,181)
Gain from sale of discontinued operations, net of income tax provision of $52,617,000.........	71,240	--	--	71,240
	--------	--------	--------	--------
Net income (loss).................	$ 68,308	$ 25,228	$(83,477)	$ 10,059
	========	========	========	========
Basic loss per share from continuing operations............	$ (0.06)			$ (1.12)
Basic income per share from sale of discontinued operations..........	1.53			1.30
	--------			--------
Basic net income per share.........	$ 1.47			$ 0.18
	========			========
Shares used in computing basic net loss per share..................	46,424		8,400(a)	54,824
	========		========	========
Diluted loss per share from continuing operations............	$ (0.06)			$ (1.12)
Diluted income per share from sale of discontinued operations.......	1.50			1.28
	--------			--------
Diluted net income per share.......	$ 1.44			$ 0.18
	========			========
Shares used in computing net income (loss) per share................	47,448		8,400(a)	55,848
	========		========	========

</TABLE>

See accompanying notes.

<TABLE>
<CAPTION>

UNAUDITED PRO FORMA CONDENSED	INTUIT JANUARY 31, 1998	LACERTE MARCH 31, 1998	PRO FORMA ADJUSTMENTS	PRO FORMA COMBINED

COMBINING BALANCE SHEET DATA:	-----------	---------	-----------	----------
		(IN THOUSANDS)		
<S>	<C>	<C>	<C>	<C>
ASSETS				
Current assets:				
Cash and cash equivalents.......	$105,532	$ 6,621	$ 370,677(a)	
			(400,000)(b)	$ 82,830
Short-term investments..........	143,179	--	--	143,179
Marketable securities...........	394,049	--	--	394,049
Accounts receivable, net........	170,277	8,513	--	178,790
Notes receivable -- shareholders...	--	3,068	--	3,068
Inventories.....................	4,811	--	--	4,811
Prepaid expenses................	18,622	163	--	18,785
	--------	--------	---------	----------
Total current assets....	836,470	18,365	(29,323)	825,512
Property and equipment, net.......	70,574	2,966	--	73,540
Intangibles from Lacerte Acquisition.....................	--	--	394,822(b)	
			(20,300)(c)	374,522
Purchased intangibles, net........	13,676	1,104	--	14,780
Goodwill, net.....................	19,190	--		19,190
Investments.......................	2,000	--	--	2,000
Restricted investments...........	32,493	--	--	32,493
Other assets......................	2,678	386	--	3,064
	--------	--------	---------	----------
Total assets...........	$977,081	$ 22,821	$ 345,199	$1,345,101
	========	========	=========	==========
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable................	$ 59,535	$ 771	$ --	$ 60,306
Accrued compensation and related liabilities..................	20,595	1,703	--	22,298
Deferred revenue................	38,602	1,002	--	39,604
Income taxes payable............	16,940	--	(7,714)(c)	9,226
Deferred income taxes...........	92,147	--	--	92,147
Other accrued liabilities.......	156,267	4,167	10,000(b)	170,434
	--------	--------	---------	----------
Total current liabilities..........	384,086	7,643	2,286	394,015
Deferred income taxes............	300	--	--	300
Long-term notes payable..........	31,253	--	--	31,253
Commitments and contingencies				
Stockholders' equity:				
Preferred stock.................	--	--	--	--
Common stock....................	478	--	84(a)	562
Additional paid-in capital........	577,542	12	370,593(a)	
			(12)(d)	948,135
Net unrealized gain on marketable securities.....................	117,929	--	--	117,929
Cumulative translation adjustment and other......................	(361)	--	--	(361)
Retained earnings (accumulated deficit).......................	(134,146)	15,166	(15,166)(d)	
			7,714(c)	
			(20,300)(c)	(146,732)
	--------	--------	---------	----------
Total stockholders' equity...............	561,442	15,178	342,913	919,533
	--------	--------	---------	----------
Total liabilities and stockholders' equity...............	$977,081	$ 22,821	$ 345,199	$1,345,101
	========	========	=========	==========

</TABLE>

See accompanying notes.

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINING FINANCIAL STATEMENTS

Note 1. The unaudited pro forma condensed combining balance sheet of Intuit and Lacerte has been prepared as if the Pending Acquisition, which is being accounted for as a purchase, was completed as of January 31, 1998. Based on an aggregate purchase price of $400 million, plus $10 million of direct and indirect acquisition costs, and approximately $8 million in liabilities assumed, a total of $418 million was allocated to the Lacerte March 31, 1998 balance sheet. Actual balance sheets of Intuit and Lacerte will be combined at the effective date of the Pending Acquisition.

The preliminary allocation of the purchase price among the identifiable tangible and intangible assets was based on a preliminary appraisal of the fair market value of those assets. Such preliminary purchase price allocation is subject to adjustment based upon the Company's further analysis, which adjustment could be material in amount. Specifically, purchased research and development was identified and valued through interviews concerning each Lacerte developmental project. Expected future cash flows of each developmental project were discounted to present value taking into account risks associated with the inherent difficulties and uncertainties in completing the project, and thereby achieving technological feasibility, and risks related to the viability of and potential changes in future target markets.

The above preliminary analysis and valuation resulted in a value of approximately $20 million for purchased research and development which has not yet reached technological feasibility and does not have alternative future uses. Therefore, in accordance with generally accepted accounting principles, this amount has been written off as a pro forma adjustment.

Using the same methodology, other intangibles were identified and preliminarily valued. Expected future cash flows associated with these intangibles were discounted to present value taking into account risks related to the characteristics of each item. The amounts preliminarily identified as intangible assets as well as goodwill arising from the transaction are expected to be amortized over estimated useful lives ranging from three to five years.

Note 2. The Intuit statement of operations for the year ended July 31, 1997 has been combined with the Lacerte statement of income for the year ended September 30, 1997. Additionally, the Intuit statement of operations for the six month period ended January 31, 1998 has been combined with Lacerte's statement of income for the six month period ended March 31, 1998. This method of combining the two companies is for the presentation of unaudited pro forma condensed combining financial statements only. Actual statements of operations of Intuit and Lacerte will be combined from the effective date of the Pending Acquisition with no retroactive restatement. The unaudited pro forma condensed combining financial statements, including the notes thereto, should be read in conjunction with the historical consolidated financial statements of Intuit and the combined financial statements of Lacerte for the indicated periods.

Note 3. The unaudited pro forma condensed combining statements of operations for Intuit and Lacerte have been prepared as if the Pending Acquisition was completed as of the beginning of each period presented. The unaudited pro forma combined net loss per share is based on the weighted average number of common shares of Intuit Common Stock outstanding during the period, adjusted to give effect to 8,400,000 shares of the Company's Common Stock assumed to be issued pursuant to the Company's planned public offering, the proceeds of which are to be used to fund the purchase price for the Pending Acquisition.

Note 4. Lacerte has elected under the Internal Revenue Code to be an "S" corporation. In lieu of federal corporate income taxes, the stockholders of an "S" corporation are taxed on their proportionate shares of the Company's taxable income. Therefore, no provision or liability for federal income taxes has been included in Lacerte's financial statements, as the tax effects of the Company's activities accrue to the individual stockholders. The unaudited pro forma condensed combining statements of operations include pro forma adjustments to adjust Lacerte's earnings as if they were subject to the corporate tax treatment of a "C" corporation.

Note 5. The unaudited pro forma condensed combining statements of operations for Intuit and Lacerte do not include the approximate $20 million charge for acquired in-process research and development arising from the Pending Acquisition, as it is a material nonrecurring charge. This charge will be included in the actual consolidated statements of operations of Intuit in the fiscal quarter in which the Pending Acquisition closes.

Note 6. The following pro forma adjustments are reflected in the unaudited pro forma condensed combining financial information and are required to allocate the preliminary purchase price and acquisition costs to the net assets to be acquired from Lacerte based on their fair value, as determined by a preliminary appraisal, and to reflect the write-off of purchased research and development identified in the purchase price allocation:

(a) Reflects $370,677,000 of net proceeds to the Company from the sale of 8,400,000 shares of Common Stock at an assumed public offering price of $45.875 per share after deducting the estimated underwriting discount and offering expenses.

(b) Reflects the allocation of the purchase price, based on fair market values, to the historical balance sheet.

(c) Reflects the write-off of purchased research and development identified in the purchase price allocation and the related pro forma tax effects. The pro forma statements of operations exclude the write-off of purchased research and development due to its non-recurring nature.

(d) Reflects the elimination of Lacerte's equity accounts.

(e) Reflects the amortization of intangibles associated with the purchase of Lacerte as if the acquisition was completed as of the beginning of each period presented. Amortization is over the estimated useful lives of the assets acquired (generally between three and five years).

(f) Reflects the effect of treating Lacerte as an "S" corporation versus a "C" corporation for federal and state tax purposes.

EXHIBIT 99.05

RESTATEMENT OF EARNINGS PER SHARE UNDER STATEMENT OF FINANCIAL ACCOUNTING STANDARDS NO. 128

In February 1997, the Financial Accounting Standards Board issued Statement of Accounting Standards No. 128, "Earnings per Share" (SFAS 128). SFAS 128 replaced the calculation of primary and fully diluted earnings per share with basic and diluted earnings per share. Unlike primary earnings per share, basic earnings per share excludes any dilutive effects of options, warrants and convertible securities. Diluted earnings per share is very similar to the previously reported fully diluted earnings per share.

Restatement of selected financial data is for the quarter ended October 31, 1997 and the quarters in each of the years ended July 31, 1997 and July 31, 1996, and the year ended September 30, 1993, ten months ended July 31, 1994 and the years ended July 31, 1995, 1996 and 1997, and related disclosures as prescribed by SFAS 128, "Earnings per Share" for the three years ended July 31, 1997.

QUARTERLY INFORMATION

The following information restates loss per share amounts under Part I Item I of Form 10-Q for the quarter ended October 31, 1997.

	Quarter Ended October 31, 1997
Loss per share as previously presented	$(0.27)
Loss per share restated:	
Basic:	
Continued operations	$(0.27)
Total	$(0.27)
Diluted:	
Continuing operations	$(0.27)
Total	$(0.27)

The following information restates earnings loss per share amounts under Item 6 of the Form 10-K for fiscal 1997 for the quarters in each of the fiscal years ended July 31, 1997 and July 31, 1996.

<TABLE>
<CAPTION>

	Fiscal 1997 Quarters Ended			
	October 31	January 31	April 30	July 31
<S>	<C>	<C>	<C>	<C>
Earnings (loss) per share as previously presented	$(0.61)	$2.44	$0.01	$(0.42)
Earnings (loss) per share restated:				
Basic:				
Continuing operations	$(0.61)	$0.96	$0.01	$(0.42)
Total	$(0.61)	$2.50	$0.01	$(0.42)
Diluted:				
Continuing operations	$(0.61)	$0.94	$0.01	$(0.42)
Total	$(0.61)	$2.44	$0.01	$(0.42)

</TABLE>
<TABLE>
<CAPTION>

	Fiscal 1996 Quarters Ended			
	October 31	January 31	April 30	July 31
<S>	<C>	<C>	<C>	<C>
Earnings (loss) per share as previously presented	$(0.46)	$0.46	$(0.01)	$(0.48)
Earnings (loss) per share restated:				
Basic:				
Continuing operations	$(0.42)	$0.53	$ 0.03	$(0.46)
Total	$(0.46)	$0.49	$(0.01)	$(0.48)
Diluted:				

Continuing operations	$(0.42)	$0.50	$ 0.03	$(0.46)
Total	$(0.46)	$0.46	$(0.01)	$(0.48)

</TABLE>

FISCAL YEAR INFORMATION

The following information restates earnings per share amounts under Item 6 of the Form 10-K for fiscal 1997 for the year ended September 30, 1993, ten months ended July 31, 1994 and the years ended July 31, 1995, 1996 and 1997.

<TABLE>
<CAPTION>

	Years Ended July 31,			Ten Months Ended July 31,	Year Ended September 30,
	1997	1996	1995	1994	1993
<S>	<C>	<C>		<C>	
Earnings (loss) per share as previously presented	$ 1.44	$(0.46)	$(1.07)	$(5.34)	$0.40
Earnings (loss) per share restated:					
Basic:					
Continuing operations	$(0.06)	$(0.32)	$(1.07)	$(5.34)	$0.43
Total	$ 1.47	$(0.46)	$(1.07)	$(5.34)	$0.43
Diluted:					
Continuing operations	$(0.06)	$(0.32)	$(1.07)	$(5.34)	$0.40
Total	$ 1.44	$(0.46)	$(1.07)	$(5.34)	$0.40

</TABLE>

SFAS 128 DISCLOSURE

The calculation of Basic and Diluted earnings per share for each of the three years ended July 31, 1997 are as follows:

<TABLE>
<CAPTION>

	Years Ended July 31,		
	1997	1996	1995
	(in thousands, except per share amounts)		
<S>	<C>	<C>	<C>
Net income (loss):			
Continuing operations	$(2,932)	$(14,355)	$(44,296)
Total	$68,308	$(20,699)	$(44,296)
Weighted-average common shares - Basic	46,424	45,149	41,411
Effect of dilutive stock options	1,024	--	--
Adjusted weighted-average common shares and assumed conversions - Diluted	47,448	45,149	41,411
Earnings (loss) per share - Basic:			
Continuing operations	$ (0.06)	$ (0.32)	$ (1.07)
Total	$ 1.47	$ (0.46)	$ (1.07)
Earnings (loss) per share - Diluted:			
Continuing operations	$ (0.06)	$ (0.32)	$ (1.07)
Total	$ 1.44	$ (0.46)	$ (1.07)

</TABLE>