



<S>	-----	-----
		<C>
2.01		Asset Purchase Agreement dated as of May 18, 1998 by and between the Company and Lacerte (incorporated by reference to the amendment on Form 8-K/A filed May 19, 1998 to the Current Report of the Company on Form 8-K dated May 18, 1998).
23.01		Consent of PricewaterhouseCoopers LLP, Independent Accountants.*
99.01		Audited Combined Financial Statements of Lacerte as of March 31, 1997 and 1998 and for the years ended March 31, 1996, 1997 and 1998. These financial statements are identical to the financial statements of Lacerte filed as exhibit 99.02 to the Company's Current Report on Form 8-K dated May 18, 1998.*
99.02		Unaudited condensed combined income statement information of Lacerte for the six month period ended March 31, 1998. These financial statements are identical to the financial statements of Lacerte filed as exhibit 99.03 to the Company's Current Report on Form 8-K dated May 18, 1998.*
99.03		Pro forma financial information of the Company and Lacerte.

</TABLE>

- -----  
\* Previously filed.

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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.

Date: September 7, 1998

/s/ Greg Santora

-----  
Greg Santora  
Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

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EXHIBIT INDEX

<TABLE>	
<CAPTION>	
Number	Description
-----	-----
<S>	<C>
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99.03	Pro forma financial information of the Company and Lacerte.

</TABLE>

- -----  
\* Previously filed.



## 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 9,000,000 shares of Common Stock at a public offering price of \$47.375 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 nine months ended April 30, 1998 and Lacerte for the nine months ended March 31, 1998. The pro forma condensed combining balance sheet data gives effect to the acquisition of Lacerte by Intuit as if such acquisition had occurred on April 30, 1998. The pro forma combined consolidated financial information does not reflect any potential cost savings which may be obtained following the acquisition. The pro forma adjustments and assumptions are based on estimates, evaluations and other data currently available. 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 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.

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INTUIT INC. AND  
LACERTE SOFTWARE CORPORATION  
UNAUDITED PRO FORMA CONDENSED COMBINING BALANCE SHEET DATA

<TABLE>  
<CAPTION>

	INTUIT APRIL 30, 1998	LACERTE MARCH 31, 1998	PRO FORMA	
			ADJUSTMENTS	COMBINED
	(in thousands)			
	<C>	<C>	<C>	<C>
<b>ASSETS</b>				
<b>&lt;S&gt;</b>				
<b>Current assets:</b>				
Cash and cash equivalents.....	\$ 63,191	\$ 6,621	\$ 410,275 (a) (400,000) (b)	\$ 80,087
Short-term investments.....	184,067	--	--	184,067
Marketable securities.....	479,227	--	--	479,227
Accounts receivable, net.....	118,676	8,513	--	127,189
Note receivable.....	50,000	3,068	--	53,068
Inventories.....	2,015	--	--	2,015
Prepaid expenses.....	23,310	163	--	23,473
	-----	-----	-----	-----
Total current assets.....	920,486	18,365	10,275	949,126
Property and equipment, net.....	69,575	2,966	--	72,541
Intangibles from Lacerte corporation.....			394,822 (b) (53,800) (c)	341,022
Purchased intangibles.....	11,737	1,104	--	12,841
Goodwill.....	16,166	--	--	16,166
Investments.....	11,000	--	--	11,000
Restricted investments.....	31,053	--	--	31,053
Other assets.....	13,397	386	--	13,783
	-----	-----	-----	-----
Total assets.....	\$ 1,073,414	\$ 22,821	\$ 351,297	\$1,447,532
	=====	=====	=====	=====
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
<b>Current liabilities:</b>				
Accounts payable.....	\$ 48,218	\$ 771	\$ --	\$ 48,989

Accrued compensation and related liabilities .....	22,761	1,703	--	24,464
Deferred revenue .....	28,820	1,002	--	29,822
Income taxes payable .....	6,213	--	(7,714) (c)	(1,501)
Deferred income taxes .....	126,219	--	--	126,219
Other accrued liabilities .....	165,059	4,167	10,000 (b)	179,226
	-----	-----	-----	-----
Total current liabilities .....	397,290	7,643	2,286	407,219
Deferred income taxes .....	117	--	--	117
Long-term notes payable .....	39,173	--	--	39,173
Stockholders' equity:				
Redeemable preferred stock .....	--	--	--	--
Common stock .....	487	--	90 (a)	577
Additional paid-in capital .....	603,425	12	410,185 (a)	
			(12) (d)	1,013,610
Net unrealized gain on marketable securities .....	169,035	--	--	169,035
Cumulative translation adjustment and other .....	239	--	--	239
Retained earnings (accumulated deficit) ..	(136,352)	15,166	(15,166) (d)	
			7,714 (c)	
			(53,800) (c)	(182,438)
			-----	-----
Total stockholders' equity.....	636,834	15,178	349,011	1,001,023
	-----	-----	-----	-----
Total liabilities and stockholders' equity .....	\$ 1,073,414	\$ 22,821	\$ 351,297	\$1,447,532
	=====	=====	=====	=====

</TABLE>

See accompanying notes.

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INTUIT INC. AND  
LACERTE SOFTWARE CORPORATION  
UNAUDITED PRO FORMA CONDENSED COMBINING INCOME STATEMENT DATA

<TABLE>

<CAPTION>

	INTUIT FOR THE YEAR ENDED JUL. 31, 1997	LACERTE FOR THE YEAR ENDED SEPT. 30, 1997	PRO FORMA	
			ADJUSTMENTS	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.

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INTUIT INC. AND  
LACERTE SOFTWARE CORPORATION  
UNAUDITED PRO FORMA CONDENSED COMBINING INCOME STATEMENT

<TABLE>  
<CAPTION>

	INTUIT FOR THE NINE MONTHS ENDED APRIL 30, 1998	LACERTE FOR THE NINE MONTHS ENDED MARCH 31, 1998	PRO FORMA	
			ADJUSTMENTS	COMBINED
			(in thousands, except per share data)	
<S>	<C>	<C>	<C>	<C>
Net revenue .....	\$ 475,467	\$ 69,152	\$ --	\$ 544,619
Costs and expenses:				
Cost of goods sold:				
Product .....	97,206	4,417	--	101,623
Amortization of purchased software and other .....	1,941	--	--	1,941
Customer service and technical support .....	91,821	5,768	--	97,589
Selling and marketing .....	134,006	4,499	--	138,505
Research and development .....	78,159	14,091	--	92,250
General and administrative .....	27,387	15,482	--	42,869
Charge for purchased research and development .....	--	--	--	--
Other acquisition costs .....				
Amortization of goodwill and purchased intangibles .....	12,230	--	85,371 (e)	97,601
Total costs and expenses .....	442,750	44,257	85,371	572,378
Loss from operations .....	32,717	24,895	(85,371)	(27,759)
Interest and other income and expense, net .....	7,375	471	--	7,846
Gain on disposal of business .....	4,321	--	--	4,321
Income (loss) from continuing operations before income taxes .....	44,413	25,366	(85,371)	(15,592)
Provision for income taxes .....	17,534	9,132	--	26,666
Net income .....	\$ 26,879	16,234	(85,371)	(42,258)
Basic net income per share .....	\$ 0.56			(.74)
Shares used in per share amounts .....	47,618		9,000 (d)	56,618
Diluted net income per share .....	\$ 0.54			(.74)

Shares used in computing net loss per share .... 49,560

9,000 (d)

56,618

=====

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</TABLE>

See accompanying notes.

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#### 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 Acquisition, which has been accounted for as a purchase, was completed as of April 30, 1998. Based on an aggregate purchase price of \$400 million, plus \$10 million of acquisition costs, and approximately \$8 million in liabilities assumed, a total of \$418 million was allocated to the Lacerte March 31, 1998 balance sheet.

The allocation of the purchase price among the identifiable tangible and intangible assets was based on an appraisal of the fair market value of those assets. 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 analysis and valuation resulted in a value of approximately \$53.8 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 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 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 nine month period ended April 30, 1998 has been combined with Lacerte's statement of income for the nine 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 have been combined from the effective date of the 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 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 9,000,000 shares of the Company's Common Stock issued pursuant to the Company's May 1998 public offering, the proceeds of which were used to fund the purchase price for the Acquisition.

NOTE 4. Lacerte had 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 accrued 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.

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NOTE 5. The unaudited pro forma condensed combining statements of operations for Intuit and Lacerte do not include the \$53.8 million charge for acquired in-process research and development arising from the Acquisition, as it is a material nonrecurring charge. This charge has been included in the actual

consolidated statements of operations of Intuit in the fiscal quarter ended July 31, 1998 (the fiscal quarter in which the Acquisition was consummated).

NOTE 6. The following pro forma adjustments are reflected in the unaudited pro forma condensed combining financial information and are required to allocate the purchase price and acquisition costs to the net assets 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 the sale of 9,000,000 shares of Common Stock in May 1998 at a public offering price of \$47.375 per share after deducting the underwriting discount and estimated offering expenses for net proceeds to the Company of \$410,275,000.

(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.