

CUBIC CORP /DE/  
Form 10-K/A  
March 03, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

AMENDMENT No. 1

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES**  
**EXCHANGE ACT OF 1934**

For the Fiscal Year Ended September 30, 2009

Commission File Number 1-8931

**CUBIC CORPORATION**

Exact Name of Registrant as Specified in its Charter

**Delaware**  
State of Incorporation

**95-1678055**  
IRS Employer Identification No.

**9333 Balboa Avenue**  
**San Diego, California 92123**  
**Telephone (858) 277-6780**

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Securities registered pursuant to Section 12(b) of the Act:

**Common Stock**  
Title of each class

**New York Stock Exchange, Inc.**  
Name of exchange on which registered

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicated by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one).

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act) Yes  No

The aggregate market value of 15,848,189 shares of voting stock held by non-affiliates of the registrant was: \$401,434,627 as of March 31, 2009, based on the closing stock price on that date.

Number of shares of common stock outstanding as of November 12, 2009 including shares held by affiliates is: 26,731,987 (after deducting 8,945,120 shares held as treasury stock).

**DOCUMENTS INCORPORATED BY REFERENCE:**

Portions of the Registrant's Proxy Statement for its 2010 Annual Meeting of Shareholders to be held on February 23, 2010, are incorporated by reference into Part III of this Annual Report on Form 10-K.

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**Amendment No. 1. Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Explanatory Note**

Cubic Corporation (Cubic) is filing this Amendment No. 1 to its Annual Report on Form 10-K for fiscal year 2009, filed with the Securities and Exchange Commission (the Commission) on December 9, 2009 (the Original Filing), in order to incorporate the information under the heading Report, Discussion and Analysis from page 6 of Cubic's definitive 2010 Notice of Annual Meeting and Proxy Statement, filed with the Commission on January 14, 2010 (the Proxy Statement), by reference into Item 11 of the Original Filing. The first sentence of the Report, Discussion and Analysis incorrectly provided that the information was not to be incorporated by reference into any of Cubic's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended. In addition, the qualification should have specified that Cubic's Compensation Committee Report shall not be deemed to be soliciting material, and is not deemed filed with the Commission, and that the qualification does not apply to Cubic's Report, Discussion and Analysis section as a whole.

Except for the filing of this Amendment, this Form 10-K/A does not modify or update any previously reported financial statements or other disclosures in, or exhibits to, the Original Filing.

**PART IV**

**Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

Exhibits:

31.1 Section 302 Certifications.

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**SIGNATURES**

Pursuant to the requirements of Sections 13 or 15(d) 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:

(Registrant)

CUBIC CORPORATION

*3/3/10*  
Date

/s/ William L. Hoese  
WILLIAM L. HOESE, VP, Corporate Secretary & General Counsel