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STANDEX INTERNATIONAL CORP/DE/
Form 10-Q/A
April 07, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A

AMENDMENT NO. 1 TO QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal quarter ended December 31, 2003 Commission File Number 1-7233

STANDEX INTERNATIONAL CORPORATION
(Exact name of Registrant as specified in its Charter)

DELAWARE 31-0596149
(State of incorporation) (I.R.S. Employer Identification No.)

6 MANOR PARKWAY, SALEM, NEW HAMPSHIRE 03079
(Address of principal executive office) (Zip Code)

(603) 893-9701
(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE
SECURITIES EXCHANGE ACT OF 1934:

| Title of Each Class | Name of Each Exchange on Which Registered |
|--|---|
| Common Stock, Par Value \$1.50 Per Share | New York Stock Exchange |

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 (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No

The number of shares of Registrant's Common Stock outstanding on December 31, 2003 was 12,224,096.

EXPLANATORY NOTE

This Amendment No. 1 to the Standex International Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2003 (the "December Form 10-Q") is being filed for the purpose of correcting a disclosure in the version filed electronically with the Securities and Exchange Commission. Part I, Item 4, Controls and Procedures is being amended and replaced by means of this filing. No other changes are being made.

The Registrant hereby amends the disclosure contained in Part I, Item 4 Controls and Procedures of the December Form 10-Q by replacing it with the following disclosure which is hereby incorporated in the December Form 10-Q by this reference:

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ITEM 4. CONTROLS AND PROCEDURES

The management of the Company including Mr. Roger L. Fix as Chief Executive Officer and Mr. Christian Storch as Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures. Under the rules promulgated by the Securities and Exchange Commission, disclosure controls and procedures are defined as those "controls or other procedures of an issuer that are designed to ensure that information required to be disclosed by an issuer in the reports issued or submitted by it under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms." Based on the evaluation of the Company's disclosure controls and procedures, it was determined that such controls and procedures were effective as of the end of the period covered by this report.

Further, there were no significant changes in the internal controls or in other factors that could significantly affect these controls during the quarterly period ended December 31, 2003 that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

ITEM 15. EXHIBITS, FINANCIAL SCHEDULES AND REPORTS ON FORM 8-K

The following additional exhibits are filed herewith:

EXHIBITS

- 31.3 Certification of Chief Executive Officer pursuant to Rule 13a-14(a).
- 31.4 Certification of Chief Financial Officer pursuant to Rule 13a-14(a).

SIGNATURES

Pursuant to the requirement of Section 13 or 15(d) of the Securities Exchange Act of 1934, this report has been signed below by the undersigned person on behalf of Standex International Corporation and in his capacity indicated.

STANDEX INTERNATIONAL CORPORATION
(Registrant)

Date: April 7, 2004

By: /s/ROGER L. FIX
Roger L. Fix
President/Chief Executive Officer

EXHIBIT INDEX

The following exhibits are filed as part of this report on Form 10-Q/A

EXHIBITS

- 31.3 Certification of Chief Executive Officer pursuant to Rule 13a-14(a).
- 31.4 Certification of Chief Financial Officer pursuant to Rule 13a-14(a).