

Edgar Filing: ARMOR HOLDINGS INC - Form 10-K/A

ARMOR HOLDINGS INC
Form 10-K/A
May 12, 2004

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A-2

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934 For the fiscal year ended December 31, 2003

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 For the transition period from _____ to _____

COMMISSION FILE NUMBER 0-18863

ARMOR HOLDINGS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)

59-3392443
(IRS EMPLOYER IDENTIFICATION NO.)

1400 MARSH LANDING PARKWAY, SUITE 112
JACKSONVILLE, FLORIDA
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

32250
(ZIP CODE)

(904) 741-5400
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:
Title of each class: Common Stock, \$0.01 par value
Name of each exchange on which registered: New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
None

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 twelve 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 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 or any amendment to this Form 10-K

Indicate by check mark whether the registrant is an accelerated filer (as defined in rule 12B-2 of the Act)

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Yes [x] No []

The aggregate market value of voting and non-voting common equity held by non-affiliates of the Registrant as of June 30, 2003, the last business day of the Registrant's most recently completed second fiscal quarter (based on the closing sale price of the Common Stock on the New York Stock Exchange on such date) was \$369,446,455.

The number of shares of the Registrant's Common Stock outstanding as of March 5, 2004 was 28,542,987.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of our Proxy Statement for our Annual Meeting of Stockholders to be held on June, 22, 2004, are incorporated by reference into Part III hereof.

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REASONS FOR FILING AMENDMENT TO FORM 10-K/A

We are filing this Form 10-K/A-2 to include certain exhibits that were inadvertently omitted.

PART IV

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

(c) Exhibits

The following Exhibits are hereby filed as part of this Annual Report on Form 10-K/A:

EXHIBIT NO. DESCRIPTION

- *31.1 Certification of Principal Executive Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934.
- *31.2 Certification of Principal Financial Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934.
- *32.1 Certification of Principal Executive Officer, as required by Rule 13a-14(b) of the Securities Exchange Act of 1934.
- *32.2 Certification of Principal Financial Officer, as required by Rule 13a-14(b) of the Securities Exchange Act of 1934.

* Filed herewith.

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SIGNATURES

Pursuant to the requirements of Section 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.

ARMOR HOLDINGS, INC.

/s/ Warren B. Kanders

Warren B. Kanders
Chairman of the Board of Directors and
Chief Executive Officer
Dated: May 10, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

/s/ Warren B. Kanders

Warren B. Kanders
Chairman of the Board of Directors
and Chief Executive Officer
May 10, 2004

/s/ Glenn J. Heiar

Glenn J. Heiar
Chief Financial Officer
May 10, 2004

/s/ Nicholas Sokolow

Nicholas Sokolow
Director
May 10, 2004

/s/ Burt R. Ehrlich

Burt R. Ehrlich
Director
May 10, 2004

/s/ Thomas W. Strauss

Thomas W. Strauss
Director
May 10, 2004

/s/ Alair A. Townsend

Alair A. Townsend
Director
May 10, 2004

/s/ Deborah A. Zoullas

Deborah A. Zoullas
Director
May 10, 2004

/s/ David R. Haas

David R. Haas
Director
May 10, 2004