

WD 40 CO  
Form 10-K/A  
October 29, 2012

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

Washington, D.C. 20549

**FORM 10-K/A**

(Amendment No. 1)

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended August 31, 2012

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: 000-06936

**WD-40 COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**95-1797918**  
(I.R.S. Employer

of incorporation or organization)

Identification No.)

**1061 Cudahy Place, San Diego, California**  
(Address of principal executive offices)

**92110**  
(Zip code)

Registrant's telephone number, including area code: **(619) 275-1400**

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

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	The NASDAQ Stock Market, LLC

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

Title of each class

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

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Indicate 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 (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 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 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 a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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 (closing price) of the voting stock held by non-affiliates of the registrant as of February 29, 2012 was approximately \$640,924,854.

As of October 15, 2012, there were 15,715,835 shares of the registrant's common stock outstanding.

**Documents Incorporated by Reference:**

The Proxy Statement for the annual meeting of stockholders on December 11, 2012 is incorporated by reference into Part III, Items 10 through 14 of this Annual Report on Form 10-K.

**EXPLANATORY NOTE**

WD-40 Company (the Company) is filing this Amendment No. 1 on Form 10-K/A (Amendment No. 1) to its Annual Report on Form 10-K for the fiscal year ended August 31, 2012, which was originally filed with the Securities and Exchange Commission on October 22, 2012 (the Original Filing), to amend Item 15, Exhibits and Financial Statement Schedules, in order to correct a date reference included in Exhibit 23, Consent of Independent Registered Public Accounting Firm. Exhibit 23, attached to the Original Filing, contained a mistaken date reference of October 20, 2011 to the report of PricewaterhouseCoopers LLP. The correct report date included in PricewaterhouseCoopers LLP's consent is October 22, 2012. Accordingly, this Amendment No. 1 consists solely of the preceding cover page, this explanatory note, the list of exhibits filed with this Amendment No. 1, and the signature page. Other than as noted herein, this Amendment No. 1 does not modify or update any disclosures made in the Original Filing or reflect events that may have occurred subsequent to the filing date of the Original Filing.

**Exhibits Filed with this Amendment No. 1**

<b>Exhibit No.</b>	<b>Description</b>
23	Consent of Independent Registered Public Accounting Firm dated October 22, 2012.
31(a)	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31(b)	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32(a)	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32(b)	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**SIGNATURE**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

WD-40 COMPANY  
Registrant

/s/ JAY W. REMBOLT  
JAY W. REMBOLT  
Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)  
Date: October 29, 2012