

STANDEX INTERNATIONAL CORP/DE/
Form 10-K/A
October 08, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

**[X] AMENDMENT NO. 2 TO ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended June 30, 2004

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 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 an accelerated filer (as defined in Rule 12b-2 of the Act). **YES** ☒ **NO** ☐

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant at the close of business on July 31, 2004 was approximately \$276,047,000. Registrant's closing price as reported on the New York Stock Exchange for July 31, 2004 was \$22.76 per share.

The number of shares of Registrant's Common Stock outstanding on August 31, 2004 was 12,288,666.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the Registrant's 2004 Annual Meeting of Stockholders (Part III) of this report are incorporated by reference.

This Amendment No. 2 to the Standex International Corporation's Annual Report on Form 10-K for the fiscal year ended June 30, 2004 (the "Form 10-K") is being filed for the purpose of correcting a typographical error in the version filed electronically with the Securities and Exchange Commission. Additionally, Amendment No. 1 did not include the certifications required by Rule 13a-14(a) and by Section 906 of the Sarbanes-Oxley Act. In Part II Item 5. Market For Standex Common Stock Related Stockholder Matters And Issuer Repurchases of Equity Securities the approximate number of stockholders of record on August 31, 2004 was incorrectly reported as 12,288,666 (which is the number of shares outstanding). The number of stockholders should have been 2,830.

The Registrant hereby amends Part II, Item 5. in the previously filed version of its Annual Report on Form 10-K by deleting it in its entirety and replacing it with the following:

PART II

ITEM 5. MARKET FOR STANDEX COMMON STOCK

RELATED STOCKHOLDER MATTERS AND ISSUER REPURCHASES

OF EQUITY SECURITIES

The principal market in which the Common Stock of Standex is traded is the New York Stock Exchange. The high and low sales prices for the Common Stock on the New York Stock Exchange and the dividends paid per Common Share for each quarter in the last two fiscal years are as follows:

Common Stock Prices and Dividends Paid

Common Stock Price Range

Dividends

2004

2003

per Share

Year Ended June 30

High

Low

High

Low

2004

2003

First quarter

\$24.50

\$20.98

\$25.00

\$19.35

\$0.21

\$0.21

Second quarter

29.28

24.16

24.36

18.80

0.21

0.21

Third quarter

29.95

25.75

24.00

18.70

0.21

0.21

Fourth quarter

28.28

24.01

22.32

19.07

0.21

0.21

The approximate number of stockholders of record on August 31, 2004 was 2,830.

Additional information regarding the Company's equity compensation plans is presented in the Notes to Consolidated Financial Statements under the caption "Stock Based Compensation and Purchase Plans."

In June 2003, the Company completed the acquisition of certain assets and the assumption of certain liabilities of I R International, Inc. and substantially all of the outstanding stock of Dornbusch & Cia, a Brazilian affiliate for a total purchase price of \$19.7 million in cash and unregistered stock. The aggregate number of shares of Common Stock comprising the stock portion of the purchase price was 173,996, based on an average market price for the stock of \$21.036 per share. An exemption from registration of the shares was claimed under Regulation D, Rule 506 of the Securities Act. The exemption applied because there were fewer than 35 purchasers, each purchaser was an accredited investor and the transaction did not involve a public offering.

Issuer Purchases of Equity Securities⁽¹⁾

Quarter Ending June 30, 2004

(d) Maximum Number

(c) Total Number of

(or Appropriate Dollar

Shares (or units)

Value) of Shares (or

(a) Total Number

(b) Average

Purchased as Part of

units) that May Yet Be

of Shares (or

Price Paid per

Publicly Announced

Purchased Under the

Period

units) Purchased

Share (or unit)

Plans or Programs

Plans or Programs

April 1, 2004

April 30, 2004

1,009

\$27.33

1,009

1,139,767

May 1, 2004

May 31, 2004

964

26.46

964

1,138,803

June 1, 2004

June 30, 2004

766

27.31

766

1,138,037

TOTAL

2,739

\$27.02

2,739

1,138,037

(1)

The Company has a Stock Buyback Program (the "Program") which was originally announced on January 30, 1985. Under the Program, the Company may repurchase its shares from time to time, either in the open market or through private transactions, whenever it appears prudent to do so. On December 15, 2003, the Company authorized an additional 1 million shares for repurchase pursuant to this Program. The Program has no expiration date, and the Company from time to time will authorize additional increases of 1 million share increments for buyback authority so as to maintain the Program.

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 following persons on behalf of Standex International Corporation and in the capacities indicated on October 8, 2004:

STANDEX INTERNATIONAL CORPORATION

(Registrant)

By:

/S/ ROGER L. FIX

Roger L. Fix

President/Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of Standex International Corporation and in the capacities indicated on October 8, 2004:

Signature

Title

/S/ ROGER L. FIX

President/Chief Executive Officer

Roger L. Fix

/S/ Christian Storch

Vice President/Chief Financial Officer

Christian Storch

/S/ TIMOTHY S. O NEIL

Chief Accounting Officer

Timothy S. O Neil