

JOHNSON OUTDOORS INC
Form 4
June 07, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LONDON TERRY E

2. Issuer Name and Ticker or Trading Symbol
JOHNSON OUTDOORS INC
[JOUT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3214 PRINCETON
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

DALLAS, TX 75205
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	06/03/2005		S	D	200	\$ 17.5	5,462 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Management recognizes that effective internal control over financial reporting may nonetheless not prevent or detect all possible misstatements or frauds. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

Management has evaluated the effectiveness of the Company's internal control over financial reporting as of December 31, 2018 based on the framework in "Internal Control - Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management concluded that, as of December 31, 2018, the Company maintained effective internal control over financial reporting.

The registered public accounting firm that audited the financial statements included in this Annual Report on Form 40-F has issued an attestation report on management's assessment of the Company's internal control over financial reporting, which report is included in Exhibit 99.2 to this Annual Report on Form 40-F.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

During the period covered by this Annual Report on Form 40-F, there was no change that occurred in the Company's internal control over financial reporting identified in connection with the evaluation required by Exchange Act Rule 13a-15(d) that materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

AUDIT COMMITTEE FINANCIAL EXPERT

The Company's Board of Directors has determined that it has at least one audit committee financial expert serving on its Audit Committee. Fred J. Dymont and Steven W. Sinclair have been determined by the Company's Board of Directors to meet the "audit committee financial expert" criteria prescribed by the SEC and each is considered an "independent director", as that term is defined under the listing standards applicable to the Company contained in Rule 5605(a)(2) of the Nasdaq Stock Market Rules. The SEC has indicated that a person designated as an audit committee financial expert will not be deemed an expert an "expert" for any purpose, nor shall such designation impose any duties, obligations or liability that are greater than those imposed on such persons as members of the Audit Committee and Board of Directors without such designation, nor shall it affect the duties, obligations or liability of any other member of the Audit Committee of the Board of Directors. Mr. Sinclair has held the position of Chairman of the Audit Committee since May 10, 2018.

CODE OF ETHICS FOR PRESIDENT & CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER, AND OFFICERS AND DIRECTORS

The Company has adopted a Code of Conduct and Conflict of Interest Guidelines for Directors and Officers. Shareholders may obtain a copy upon request, addressed to the Corporate Secretary, TransGlobe Energy Corporation, Suite 2300, 250 -5th Street, S.W. Calgary, Alberta, T2P 0R4, Canada. The Company has also posted its Code of Conduct and Conflict of Interest Guidelines for Directors and Officers on its Internet website at www.trans-globe.com. All amendments to the Code of Conduct and Conflict

of Interest Guidelines for Directors and Officers and all waivers of the Code of Conduct and Conflict of Interest Guidelines for Directors and Officers with respect to any of the persons covered by them will be posted on TransGlobe's website at www.trans-globe.com/investors.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The aggregate fees for professional services billed to TransGlobe by Deloitte LLP during the fiscal years ended December 31, 2018 and December 31, 2017 were as follows:

	Fiscal Year Ended December 31, 2018	Fiscal Year Ended December 31, 2017
(Canadian dollars)		
Audit Fees	\$461,749	\$499,957
Audit Related Fees	24,075	137,767
Tax Fees	28,483	115,268
TOTAL	\$514,307	\$752,992

The nature of the services provided by Deloitte LLP under each of the categories indicated in the table is described below.

Audit Fees

Audit fees were for professional services rendered by Deloitte LLP for the audit of the Company's annual financial statements, as well as for the review of the Company's interim quarterly financial statements.

Audit Related Fees

Audit related fees were for professional services rendered by Deloitte LLP for assurance services that are reasonably related to the performance of the audit of the Company's annual financial statements (not included in audit fees).

Tax Fees

Tax fees were for tax compliance, including the review of tax returns, tax advice and tax planning and advisory services relating to common forms of domestic and international taxation (i.e. income tax, capital tax, goods and services tax and payroll tax).

All Other Fees

During the fiscal years ended December 31, 2018 and 2017, no other fees were incurred other than those described above

PRE-APPROVAL OF NON-AUDIT SERVICES BY AUDITOR

It is within the mandate of the Company's Audit Committee to approve all audit and non-audit related fees. The Audit Committee is informed routinely as to the non-audit services to be provided by the auditor pursuant to this pre-approval process. The auditors also present the estimate for the annual audit related services to the Audit Committee for approval prior to undertaking the annual audit of the financial statements.

The Audit Committee's pre-approval policy is that all non-audit services to be performed by the Company's auditors must be approved by the Audit Committee in advance of the engagement of the Company's auditors to perform such services. The pre-approval process involves management presenting the Audit Committee with a description of any

Explanation of Responses:

proposed non-audit services. The Audit Committee considers the appropriateness of such services and whether the provision of those services would impact the auditor's independence, including the magnitude of the potential fees. Once the committee has satisfied itself of its concerns, if any, it then votes either in favor of or against contracting the Company's auditors to perform the proposed non-audit services.

OFF-BALANCE SHEET ARRANGEMENTS

None.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2018

	Payment Due by Period ^{1,2}				
	Less Than	1-3	3-5	5 +	
(Amounts in \$000s (expressed in United States Dollars))	Total	1 Year	Years	Years	Years
Accounts payable and accrued liabilities	28,007	28,007	—	—	—
Long-term debt	52,355	—	52,355	—	—
Other long term liabilities	1,007	—	1,007	—	—
Office and equipment leases ³	2,949	1,985	964	—	—
Total	84,318	29,992	54,326	—	—

¹ Payments exclude ongoing operating costs, finance costs and payments made to settle derivative contracts.

² Payments denominated in foreign currencies have been translated at the December 31, 2018 exchange rate.

³ Office and equipment leases includes all drilling rig contracts.

IDENTIFICATION OF THE AUDIT COMMITTEE

The Company has a separately designated standing Audit Committee established by and amongst the board of directors for the purpose of overseeing the Company's accounting and financial reporting processes and audits of its financial statements. The current members of the Audit Committee are:

Chair: Steven W. Sinclair

Members: Carol Bell

Edward LaFehr

UNDERTAKING

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report on Form 40-F to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant: TRANSGLOBE ENERGY CORPORATION

By: /s/ Randy Neely
Randy Neely
President & Chief Executive Officer

Date: March 13, 2019

EXHIBITS

99.1 Annual Information Form for the year-ended December 31, 2018.

99.2 Consolidated Audited Financial Statements for the year ended December 31, 2018.

99.3 Management's Discussion and Analysis for the year ended December 31, 2018.

99.4 Certification by the Chief Executive Officer of the Registrant pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

99.5 Certification by the Chief Financial Officer of the Registrant pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

99.6 Certification by the Chief Executive Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

99.7 Certification by the Chief Financial Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

99.8 Consent of Independent Registered Public Accounting Firm, Deloitte LLP.

99.9 Consent of Independent Engineers: GLJ Petroleum Consultants Ltd.

[101 Interactive Data File]