

ARMOR HOLDINGS INC
Form 10-K/A
May 02, 2007

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

FORM 10-K/A
(AMENDMENT NO. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2006

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)
13386 INTERNATIONAL PARKWAY
JACKSONVILLE, FLORIDA
(Address of principal executive offices)

59-3392443
(IRS Employer
Identification No.)

32218
(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

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

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 year (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 a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

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 of voting and non-voting common equity held by non-affiliates of the Registrant as of June 30, 2006, 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 \$1,946,112,608.

The number of shares of the Registrant's Common Stock outstanding as of February 26, 2007 was 35,549,228.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of our Proxy Statement for our Annual Meeting of Stockholders to be held on June 19, 2007, are incorporated by reference into Part III hereof. We intend to file our Proxy Statement no later than 120 days after the end of our fiscal year ended December 31, 2006.

REASONS FOR FILING AMENDMENT NO. 1 TO FORM 10-K/A

This Amendment No. 1 to our Form 10-K for the fiscal year ended December 31, 2006 (File No. 001-11667), initially filed with the Securities and Exchange Commission on February 27, 2007, is being filed solely to update certain information set forth in Exhibit 23.1 "Consent of PricewaterhouseCoopers LLP", which appears in Part IV, Item 15, Exhibits, Financial Statements and Schedules.

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PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

- (a) None.
- (b) Exhibits

The following Exhibits are hereby filed as part of this Amendment No. 1 to Annual Report on Form 10-K/A:

| Exhibit No. | Description |
|----------------|---|
| *23.1 | Consent of PricewaterhouseCoopers LLP. |
| *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.

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/s/ Warren B.
Kanders
Warren B. Kanders
Chairman of the Board of Directors and
Chief Executive Officer
Dated: April 30, 2007

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
April 30, 2007

/s/ Glenn J. Heiar
Glenn J. Heiar
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)
April 30, 2007

/s/ Burt R. Ehrlich
Burt R. Ehrlich
Director
April 30, 2007

/s/ David R. Haas
David R. Haas
Director
April 30, 2007

/s/ Robert R. Schiller
Robert R. Schiller
President and Chief Operating Officer
April 30, 2007

/s/ Nicholas Sokolow
Nicholas Sokolow
Director
April 30, 2007

/s/ Deborah A. Zoullas
Deborah A. Zoullas
Director
April 30, 2007