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CHAMPION ENTERPRISES INC  
Form 424B3  
January 02, 2003

Filed pursuant to Rule 424(b)(3)

File # 333-64982

FIFTH PROSPECTUS SUPPLEMENT DATED JANUARY 2, 2003

TO

PROSPECTUS DATED JULY 19, 2001

2,425,373 SHARES

CHAMPION ENTERPRISES, INC.

COMMON STOCK  
(\$1.00 PAR VALUE)

This prospectus supplement supplements the prospectus dated July 19, 2001 of Champion Enterprises, Inc. ("Champion") relating to 2,425,373 shares of common stock, \$1.00 par value per share, of Champion issuable upon conversion of Convertible Promissory Notes held by the selling shareholders. This prospectus supplement should be read in conjunction with the prospectus and is qualified by reference to the prospectus, except to the extent that the information presented in this prospectus supplement supercedes the information contained in the prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT OR THE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is January 2, 2003.

The section of the Prospectus under the heading "Selling Shareholders" is amended to read in its entirety as follows:

Certain information concerning the selling shareholders is provided below. The following table was restated in a supplement to this Prospectus dated January 2, 2003 and reflects selling shareholder information as of that date.

| Name                | Present Positions, Offices or Relationships with the Company and its Affiliates During the Past 3 Years | Shares of Common Stock                           |                            |
|---------------------|---|--|----------------------------|
|                     |   | Beneficially owned as of date of this Prospectus | Offered by this Prospectus |
| ----                | -----   | -----  | -----                      |
|                     | (1)   | (2)  | (3)                        |
| John Bushman        | Consultant  | 155,823  | 562,875                    |
| ICA Group, Inc.     | N/A   | 192,300  | 663,869                    |
| Investment Corp. of | N/A   | 74,215   | 261,503                    |

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|                |   |        |         |
|----------------|---|--------|---------|
| America        |   |        |         |
| Ed Lasater     | President   | 60,256 | 187,127 |
| Roger Lasater  | Senior Vice President Sales & Marketing<br>for Champion Enterprises, Inc.<br>Formerly, President, Whitworth<br>Management, Inc. | 58,568 | 120,873 |
| Jeff Bushman   | Formerly, Regional Vice President   | 40,914 | 147,006 |
| Gary Chipman   | Regional Vice President   | 28,755 | 103,174 |
| Jim Kirk       | Formerly, Regional Vice President of<br>Homes America of Arizona, Inc.  | 34,080 | 101,812 |
| Harvey Andrews | Formerly, General Manager   | 21,192 | 75,926  |
| Brad Bushman   | Formerly, General Manager Wholesale<br>Division   | 16,707 | 62,664  |
| Sandy Tucker   | General Manager   | 4,474  | 15,665  |
| Mike McGinnis  | Director of Training<br>Formerly, General Manager   | 25,847 | 45,943  |
| Ben Spector    | Formerly, General Manager   | 12,760 | 28,891  |
| Gay Cleary     | General Manager   | 6,279  | 2,519   |
| Andy Lasater   | Executive Vice President  | 8,338  | 24,968  |
| Ron Borders    | Salesman<br>Formerly, General Manager   | 2,271  | 7,734   |
| Eddie Harrison | Regional Vice President<br>Formerly, General Manager  | 5,674  | 12,824  |

\* Less than 1%

- (1) Unless otherwise indicated, the office or position listed is with A-1 Homes Group, Inc., a wholly-owned subsidiary of Champion Enterprises, Inc.
- (2) Consists of shares of the Company's common stock beneficially owned by the selling shareholder excluding any shares to be received by the selling shareholder upon conversion into common stock of any payments due to the selling shareholder after January 2, 2003 under the Convertible Promissory Notes.
- (3) Assumes conversion into common stock of all of the payments due to the selling shareholder under the Convertible Notes at a conversion price of \$10.72 per share, based upon the average of the high and low reported sales price of the Company's

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common stock for July 10, 2001. This conversion price and, therefore, the number of shares of common stock issuable upon conversion of the payments under the Convertible Promissory Notes are subject to adjustment.

- (4) Assumes sale of all common stock issuable upon conversion of the payments due to the selling shareholder under the Convertible Promissory Notes.

