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BRIGHTPOINT INC
Form 10-K/A
April 11, 2005

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, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO

0-23494

(COMMISSION FILE NO.)

BRIGHTPOINT, INC.

(Exact name of registrant as specified in its charter)

INDIANA
(State or other jurisdiction of
incorporation)

35-1778566
(I.R.S. Employer
Identification No.)

501 AIRTECH PARKWAY, PLAINFIELD, INDIANA 46168
(Address of principal executive offices including zip code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (317) 707-2355

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
COMMON STOCK, \$.01 PAR VALUE
PREFERRED SHARE PURCHASE RIGHTS

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 Registrant's Common Stock held by non-affiliates as of June 30, 2004, which was the last business day of the registrant's most recently completed second fiscal quarter was approximately \$243,025,873. As of January 28, 2005, there were 17,759,026 shares of the

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Registrant's Common Stock outstanding, excluding 1,755,900 treasury shares.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's proxy statement in connection with its annual meeting of shareholders to be held in 2005, are incorporated by reference in Items 11, 12, 13 and 14 of Part III of this Form 10-K.

EXPLANATORY NOTE

This Form 10-K/A (Amendment No. 1) is being filed solely to clarify on the cover page that as of January 28, 2005 there were 17,759,026 shares of the Registrant's Common Stock outstanding after deducting 1,755,900 treasury shares and adding 16,000 shares of restricted stock that were awarded pursuant to the Registrant's Amended and Restated Independent Director Stock Compensation Plan as of January 1, 2005, but which were issued after January 28, 2005. This Amendment No. 1 amends only the number of shares outstanding as of January 28, 2005 on the cover page of the Registrant's Form 10-K for the fiscal year ended December 31, 2004 and does not amend any other part of the cover page of the Form 10-K or any other Part of the Form 10-K.

SIGNATURES

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

Date: April 11, 2005

BRIGHTPOINT, INC.

By: /s/ Robert J. Laikin

Robert J. Laikin
Chief Executive Officer and Director
(Principal Executive Officer)

EXHIBIT INDEX

EXHIBIT

31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.