

STONERIDGE INC
Form 10-K/A
March 31, 2006

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, 2005
Commission file number: 001-13337
STONERIDGE, INC.
(Exact name of registrant as specified in its charter)

Ohio
*(State or other jurisdiction of
incorporation or organization)*

34-1598949
*(I.R.S. Employer
Identification No.)*

9400 East Market Street, Warren, Ohio
(Address of principal executive offices)

44484
(Zip Code)

Registrant's telephone number, including area code: (330) 856-2443

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Shares, without par value

New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act:

None

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 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 (§ 229.405 of this chapter) 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 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

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As of July 2, 2005, the aggregate market value of the registrant's Common Shares, without par value, held by non-affiliates of the registrant was approximately \$95.7 million. The closing price of the Common Shares on July 2, 2005 as reported on the New York Stock Exchange was \$7.13 per share. As of July 2, 2005, the number of Common Shares outstanding was 23,212,366.

The number of Common Shares, without par value, outstanding as of February 10, 2006 was 23,327,478.

DOCUMENTS INCORPORATED BY REFERENCE

None

EXPLANATORY STATEMENT

This Amendment No. 1 on Form 10-K/A, which amends the Company's Form 10-K for the year ended December 31, 2005, filed with the Securities and Exchange Commission (the SEC) on March 16, 2006 (the Original Filing), is being filed to include Exhibit 99.1, financial statements of PST Indústria Eletrônica da Amazônia Ltda. (PST).

This Form 10-K/A amends Item 15 of Part IV of the Original Filing by filing Exhibits 99.1 and 23.1. The CEO and CFO of the Company have also reissued their certifications required by Sections 302 and 906 of the Sarbanes-Oxley Act. All other information is unchanged and reflects those disclosures made at the time of the Original Filing.

During the preparation of the Company's 2005 financial statements, it was determined that one of the Company's joint ventures, PST, accounted for greater than 20% of the Company's income before income taxes. Therefore, PST is considered significant under Rule 3-09(a) of Regulation S-X, which requires the Company to file separate financial statements of subsidiaries not consolidated and 50% owned or less. Accordingly, the financial statements for the Company's unconsolidated joint venture, PST, have been filed as Exhibit 99.1.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) 3. Exhibits: The following exhibits are hereby added to the Exhibits originally filed with the Original Filing.

Exhibit
Number

Exhibit

- | | |
|------|---|
| 23.1 | Consent of Independent Registered Public Accounting Firm, filed herewith. |
| 31.1 | Chief Executive Officer certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith. |
| 31.2 | Chief Financial Officer certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith. |
| 32.1 | Chief Executive Officer certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith. |
| 32.2 | Chief Financial Officer certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith. |
| 99.1 | Financial Statements of PST Indústria Eletrônica da Amazônia Ltda., filed herewith. |

SIGNATURES

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused Amendment No. 1 to this report to be signed on its behalf by the undersigned, thereunto duly authorized.

STONERIDGE, INC.

Date: March 31, 2006

/s/ GEORGE E. STRICKLER

George E. Strickler
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, Amendment No. 1 to this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: March 31, 2006

/s/ D.M. DRAIME

D.M. Draime
Chairman of the Board of Directors and Assistant Secretary

Date: March 31, 2006

/s/ JOHN C. COREY

John C. Corey
President, Chief Executive Officer, and Director
(Principal Executive Officer)

Date: March 31, 2006

/s/ AVERY S. COHEN

Avery S. Cohen
Secretary and Director

Date: March 31, 2006

/s/ JEFFREY P. DRAIME

Jeffrey P. Draime
Director

Date: March 31, 2006

/s/ RICHARD E. CHENEY

Richard E. Cheney
Director

Date: March 31, 2006

/s/ SHELDON J. EPSTEIN

Sheldon J. Epstein
Director

Date: March 31, 2006

/s/ DOUGLAS C. JACOBS

Douglas C. Jacobs

Director

Date: March 31, 2006

/s/ WILLIAM M. LASKY

William M. Lasky

Director

Date: March 31, 2006

/s/ EARL L. LINEHAN

Earl L. Linehan

Director

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INDEX TO EXHIBITS

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