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HESKA CORP
Form 10-K/A
May 23, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
AMENDMENT NO. 2

(MARK ONE)

X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001

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: 0-22427

HESKA CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)
DELAWARE 77-0192527

(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)
1613 PROSPECT PARKWAY
FORT COLLINS, COLORADO

(I.R.S. EMPLOYER IDENTIFICATION NUMBER)
80525

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (970) 493-7272

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT: NONE
SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:
COMMON STOCK, \$.001 PAR VALUE

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 X 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.

The aggregate market value of voting stock held by non-affiliates of the Registrant was approximately \$40,287,365 as of March 26, 2002 based upon the closing price on the Nasdaq National Market reported for such date. This calculation does not reflect a determination that certain persons are affiliates

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of the Registrant for any other purpose.

47,845,112 shares of the Registrant's Common Stock, \$.001 par value, were outstanding at March 26, 2002.

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EXPLANATORY NOTE

This Amendment No. 2 to the Registrant's 2001 Annual Report on Form 10-K is being filed for the sole purpose of amending Part IV, Item 14(a)(3), Exhibits. No other changes were made.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K.

(a) The following documents are filed as a part of this Form 10-K.

(3) EXHIBITS:

The exhibits listed below are required by Item 601 of Regulation S-K. Each management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-K has been identified.

| EXHIBIT NUMBER | NOTES | DESCRIPTION OF DOCUMENT |
|-------------------|-------|---|
| | | |
| 3(i)(d) | (5) | Restated Certificate of Incorporation of the Registrant. |
| 3(ii) | (8) | Bylaws of the Registrant. |
| 10.1H | (1) | Collaborative Agreement between Registrant and Eisai Co., Ltd., dated January 25, 1993. |
| 10.3H | | Bovine Vaccine Distribution Agreement between Diamond Animal Health, Inc. and AGRI Laboratories, Ltd., dated February 13, 1998, as amended. |
| 10.4H | | Exclusive Distribution Agreement between Registrant and Novartis Animal Health Canada, Inc. dated February 14, 2001, as amended. |
| 10.5H | (1) | Screening and Development Agreement between Ciba-Geigy Limited and Registrant, dated as of April 12, 1996. |
| 10.6 | (1) | Right of First Refusal Agreement between Ciba-Geigy Limited and Registrant, dated as of April 12, 1996. |
| 10.7 | (1) | Marketing Agreement between Registrant and Ciba-Geigy Limited, dated as of April 12, 1996. |
| 10.8H | (1) | Marketing Agreement between Registrant and Ciba-Geigy Corporation, dated as of April 12, 1996. |
| 10.9 H | (9) | Amended and Restated Distribution Agreement between Registrant and i-STAT Corporation, dated as of February 9, 1999. |

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- 10.10* (1) Employment Agreement between Registrant and Robert B. Grieve, dated January 1, 1994, as amended March 4, 1997.
- 10.10(a)* (4) Amended and Restated Employment Agreement with Robert B. Grieve, dated as of February 22, 2000.
- 10.11H Distribution Contract between Praemix Wirkstoff GmbH and Registrant, dated April 1, 1998.
- 10.14H (2) Supply Agreement between Registrant and Quidel Corporation, dated July 3, 1997.
- 10.14(a)H (9) First Amendment to Product Supply Agreement between Registrant and Quidel Corporation, dated as of March 15, 1999.
- 10.18* (1) Form of Indemnification Agreement entered into between Registrant and its directors and certain officers.
- 10.19* (8) 1997 Incentive Stock Plan of Registrant, as amended and restated.
- 10.20* (1) Forms of Option Agreement.
- 10.21* (1) 1997 Employee Stock Purchase Plan of Registrant, as amended.
- 10.22 (1) Lease Agreement dated March 8, 1994 between Sharp Point Properties, LLC and Registrant.
- 10.23 (1) Lease Agreement dated as of June 27, 1996 between GB Ventures and Registrant.
- 10.24 (1) Lease Agreement dated as of July 11, 1996 between GB Ventures and Registrant.
- 10.25 (9) Lease Agreement dated as of August 24, 1999 between GB Ventures and Registrant.
- 10.26 (9) Lease Agreement dated as of October 6, 1999 between GB Ventures and Registrant.
- 10.28* (3) Employment Agreement between Registrant and Ronald L. Hendrick, dated December 1, 1998.
- 10.29* (3) Employment Agreement between Registrant and James H. Fuller, dated January 18, 1999.
- 10.34H (3) Exclusive Distribution Agreement between the Company and Novartis Agro K.K., dated as of August 18, 1998
- 10.35 (3) Right of First Refusal Agreement between the Company and Novartis Animal Health, Inc., dated as of August 18, 1998
- 10.39 (5) Second Amended and Restated Credit and Security Agreement between Registrant, Diamond Animal Health, Inc., Center Laboratories, Inc. and Wells Fargo Business Credit, Inc., dated as of June 14, 2000.
- 10.40* (5) Employment agreement by and between Registrant and Dan T. Stinchcomb, dated as of May 1, 2000.
- 10.41* (5) Employment agreement by and between Registrant and Carol Talkington Verser, dated as of May 1, 2000.
- 10.42* (6) Management Incentive Compensation Plan.
- 10.43 (7) First Amendment to Second Amended and Restated Credit and Security Agreement between Registrant, Diamond Animal Health, Inc. and Wells Fargo Business Credit, Inc., dated as of March 27, 2001.
- 10.44 (9) Second Amendment to Second Amended and Restated Credit and Security Agreement between Registrant, Diamond Animal Health, Inc. and Wells Fargo Business Credit, Inc., dated as of

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- March 13, 2002.
- 21.1 (6) Subsidiaries of the Company.
 - 23.1 Consent of Arthur Andersen LLP.
 - 24.1 (9) Power of Attorney (See page 68 of this Form 10-K)
 - 99.1 (9) Letter concerning Arthur Andersen LLP.

Notes

- * Indicates management contract or compensatory plan or arrangement.
- H Confidential treatment has been granted with respect to certain portions of these agreements.
- (1) Filed with Registrant's Registration Statement on Form S-1 (File No. 333-25767).
- (2) Filed with the Registrant's Form 10-Q for the quarter ended September 30, 1997.
- (3) Filed with the Registrant's Form 10-K for the year ended December 31, 1998.
- (4) Filed with the Registrant's Form 10-K for the year ended December 31, 1999.
- (5) Filed with the Registrant's Form 10-Q for the quarter ended June 30, 2000.
- (6) Filed with the Registrant's Form 10-K for the year ended December 31, 2000.
- (7) Filed with the Registrant's Form 10-Q for the quarter ended March 31, 2001.
- (8) Filed with the Registrant's Form 10-Q for the quarter ended June 30, 2001.
- (9) Filed with the Registrant's Form 10-K for the year ended December 31, 2001.

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, on May 23, 2002.

HESKA CORPORATION

By: /s/ ROBERT B. GRIEVE
 Robert B. Grieve
 Chairman of the Board and
 Chief Executive Officer

Pursuant to the requirements of the Securities and 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:

| SIGNATURE | TITLE | DATE |
|---|---|--------------|
| ----- | ----- | ----- |
| /s/ ROBERT B. GRIEVE ----- Robert B. Grieve | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) and Director | May 23, 2002 |
| /s/ JASON NAPOLITANO ----- Jason Napolitano | Executive Vice President, Chief Financial Officer and Secretary (Principal Financial | May 23, 2002 |

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Officer)

| | | |
|---|--|--------------|
| /s/ MICHAEL A. BENT ----- Michael A. Bent | Vice President, Controller (Principal Accounting Officer) | May 23, 2002 |
| /s/ G. IRWIN GORDON* ----- G. Irwin Gordon | Director | May 23, 2002 |
| /s/ A. BARR DOLAN* ----- A. Barr Dolan | Director | May 23, 2002 |
| /s/ LYLE A. HOHNKE* ----- Lyle A. Hohnke | Director | May 23, 2002 |
| /s/ EDITH W. MARTIN* ----- Edith W. Martin | Director | May 23, 2002 |
| /s/ WILLIAM A. AYLESWORTH* ----- William A. Aylesworth | Director | May 23, 2002 |
| /s/ LYNNOR B. STEVENSON* ----- Lynnor B. Stevenson | Director | May 23, 2002 |
| /s/ JOHN F. SASEN, Sr.* ----- John F. Sasen, Sr. | Director | May 23, 2002 |
| *By: /s/ ROBERT B. GRIEVE* ----- Robert B. Grieve (Attorney-in-Fact) | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) and Director | May 23, 2002 |