

MTS SYSTEMS CORP
Form 10-K/A
January 24, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

(Mark One)

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

For the fiscal year ended October 1, 2005

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 No. 0-2382

MTS SYSTEMS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Minnesota

41-0908057

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

14000 Technology Drive
Eden Prairie, MN

55344

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (952) 937-4000

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$.25 par value per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by 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 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.

Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$.25 par value per share

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Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act): Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: \$564,933,286.

As of December 7, 2005, the registrant had outstanding 19,403,474 shares of Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE: None

Explanatory Note

On December 14, 2005, MTS Systems Corporation filed its Annual Report on Form 10-K for the fiscal year ended October 1, 2005. This Amendment No. 1 has been filed to correct an error in the filed versions of Exhibits 31.1 and 31.2. While the manually executed Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 were as reflected in the Exhibits 31.1 and 31.2 to this Amendment No. 1, certain language regarding internal control over financial reporting was omitted from the introductory portion of paragraph 4 of the initially filed exhibits. There are no changes to the original Form 10-K other than those outlined above. This Form 10-K/A does not reflect events occurring after the filing of the original 10-K, or modify or update disclosures therein in any way, other than as outlined above. The exhibits as originally executed follow.

PART IV

Item 15. Exhibits and Financial Statements Schedules.

The following documents are filed as part of this report:

(3) Exhibits:

Exhibit Number	Description
31.1	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herewith).
31.2	Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herewith).

SIGNATURES

Pursuant to the requirement 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.

MTS SYSTEMS CORPORATION

By: /s/ Sidney W. Emery, Jr.

Sidney W. Emery, Jr.
Chairman, Chief Executive Officer
and President

Date: January 24, 2006
