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WSI INDUSTRIES INC
Form 10-K/A
December 31, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

AMENDMENT NO. 1 ON FORM 10-K/A TO
FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the fiscal year ended August 31, 2003 or

[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period ended from _____ to _____

Commission File No. 000-00619

WSI INDUSTRIES, INC.

(Exact name of Registrant as specified in its charter)

MINNESOTA 41-0691607
(State or other jurisdiction of incorporation (I.R.S. Employer
or organization) Identification No.)

18151 TERRITORIAL ROAD
OSSEO, MINNESOTA 55369
(Address of principal executing offices) (Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (763) 428-4308

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

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

COMMON STOCK (PAR VALUE \$.10 PER SHARE)
(Title of Class)

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, 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 (Section 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 an accelerated filer (as defined in Exchange Act Rule 12b-2).

Yes No X

The aggregate market value of the common shares held by non-affiliates of the Registrant on February 21, 2003, the last business day of the Company's most recently completed second quarter was approximately \$2,588,000, based upon the

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closing sale price on that date of \$1.05 as reported by the Nasdaq SmallCap System.

Number of shares outstanding of the Company's common stock, par value \$.10 per share, as of December 31, 2003 is 2,551,129.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the Proxy Statement for the annual meeting of shareholders to be held on January 8, 2004 are incorporated by reference into Part III of the Company's Annual Report on Form 10-K for the year ended August 31, 2003.

Description of Amendment

This Amendment No. 1 on Form 10-K/A to the Annual Report on Form 10-K of WSI Industries, Inc. is being filed to provide the certifications called for by Rules 13a-14(a) and 15d-14(a) in the attached Exhibits 31.1 and 31.2. Therefore, Item 15(a)(3) of Part IV of the Annual Report on Form 10-K is hereby amended solely to replace Exhibits 31.1 and 31.2 with the attached.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) Documents Filed As Part of This Report:

3. Exhibits

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to 13a-14 and 15d-14 of the Exchange Act
31.2	Certification of Chief Financial Officer pursuant to 13a-14 and 15d-14 of the Exchange Act

SIGNATURES

Pursuant to the requirements of Section 13 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.

WSI INDUSTRIES, INC.

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BY: /s/ Michael J. Pudil

Michael J. Pudil, President and
Chief Executive Officer

BY: /s/ Paul D. Sheely

Paul D. Sheely
Vice President and Treasurer

DATE: December 31, 2003

Pursuant to the requirements of the Securities 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 -----	
/s/ Michael J. Pudil ----- Michael J. Pudil	President, Chief Executive Officer, Director	Dece
/s/ Paul Baszucki ----- Paul Baszucki	Director	Dece
/s/ Melvin L. Katten ----- Melvin L. Katten	Director	Dece
/s/ George J. Martin ----- George J. Martin	Director	Dece
/s/ Eugene J. Mora ----- Eugene J. Mora	Director	Dece
/s/ Michael N. Taglich ----- Michael N. Taglich	Chairman of the Board, Director	Dece