

GLOBAL POWER EQUIPMENT GROUP INC/
Form 10-K/A
June 06, 2005

UNITED STATES
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 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 _____

Commission File Number: 001-16501

GLOBAL POWER EQUIPMENT GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

73-1541378
(I.R.S. Employer
Identification No.)

6120 South Yale, Suite 1480, Tulsa, Oklahoma

(Address of principal executive offices)

74136

(Zip Code)

(918) 488-0828

(Registrant's telephone number, including area code)

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

| <u>Title of Each Class</u> | <u>Name of Each Exchange on Which Registered</u> |
|--------------------------------------|--------------------------------------------------|
| Common Stock, \$.01 par value | New York Stock Exchange |

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

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 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. x

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

The aggregate market value of the voting stock held by non-affiliates (affiliates being directors, officers and holders of more than 10% of the Company's common stock), based on the closing price of the Common Stock on June 26, 2004, the last business day of the registrant's most recently completed second quarter, as reported by the New York Stock Exchange, was approximately \$240.9 million.

The number of shares of the Registrant's common stock, \$.01 par value, outstanding at February 28, 2005 was 46,775,264.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's proxy statement for the annual meeting of stockholders for 2005 are incorporated by reference into Part III of this Annual Report on Form 10-K/A.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A is being filed solely to amend Part III, Item 12 of the Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (the Original 10-K) for Global Power Equipment Group Inc. (the Company). Item 12 of the Original 10-K incorporated the information to be included in the Equity Compensation Plan Table by reference to the Company s proxy statement. However, the Company s proxy statement inadvertently omitted this table. This Amendment No. 1 is filed to include the Equity Compensation Plan Table in Item 12. This Amendment No. 1 does not otherwise alter the information set forth in the Original 10-K and does not reflect events occurring subsequent to the filing of the Original 10-K. Accordingly, this Amendment No. 1 should be read in conjunction with our other filings made with the Securities and Exchange Commission subsequent to the filing of the Original 10-K.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item, other than the information required by Item 201(d) of Regulation S-K, is incorporated herein by reference from the section of the Proxy Statement entitled Principal Stockholders and Security Ownership of Management. The information required by Item 201(d) of Regulation S-K is set forth below.

Equity Compensation Plan Information

The following table sets forth certain information as of December 31, 2004, concerning outstanding stock options and rights to purchase common stock granted to participants in all of the Company s equity compensation plans and the number of shares of common stock remaining available for issuance under such equity compensation plans.

| Plan Category | Number of Shares | | |
|--------------------------------------------------------|---------------------------------------------------------|--------------------------------------------------------------|----------------------------------------------------------------|
| | to be Issued Upon Exercise of Outstanding Options | Weighted-Average Exercise Price of Outstanding Options | Number of Shares Remaining Available For Future Issuance |
| Equity compensation plans approved by stockholders (1) | 2,678,130 | \$ 4.77 | 736,453 |
| Equity compensation plans not approved by stockholders | | N/A | |
| Total | 2,678,130 | \$ 4.77 | 736,453 |

- (1) Consists of the Company s 2000 Stock Option Plan, 2001 Stock Option Plan and 2004 Stock Incentive Plan. Shares remaining available for issuance may be issued under the Company s 2000 Stock Option Plan in the form of stock options only for 6,453 shares and under the Company s 2004 Stock Incentive Plan in the form of stock options, restricted stock or performance shares for 730,000 shares.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The following documents are included as exhibits to this Form 10-K/A.

- 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.

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 June 6, 2005.

Global Power Equipment Group Inc.

By: /s/ Larry Edwards
Larry Edwards
Chief Executive Officer and Chairman of the Board

INDEX TO EXHIBITS

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