

VALSPAR CORP  
Form 10-Q/A  
June 08, 2011

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

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**FORM 10-Q/A**

**(Amendment No. 1)**

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

For the quarterly period ended April 29, 2011

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number: 1-3011**

**THE VALSPAR CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware 36-2443580  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

**901 3rd Avenue South**

**Minneapolis, MN 55402**

(Address of principal executive offices, including zip code)

**612/851-7000**

(Registrant's telephone number, including area code)

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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. x Yes    o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

x Yes    o No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x    Accelerated filer o  
Non-accelerated filer o    Smaller reporting company o

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

As of June 1, 2011, The Valspar Corporation had 93,671,450 shares of common stock outstanding, excluding 24,771,174 shares held in treasury. We had no other classes of stock outstanding.

**Explanatory Note**

The purpose of this Amendment No. 1 to The Valspar Corporation's Quarterly Report on Form 10-Q for the quarterly period ended April 29, 2011, filed with the Securities and Exchange Commission on June 8, 2011 (the "Form 10-Q"), is solely to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

ITEM 6: EXHIBITS

Exhibits

- 10.1 Transition Agreement and Release with William L. Mansfield dated as of April 13, 2011 (incorporated by reference to Exhibit 99.1 to the registrant's 8-K filed with the SEC on April 18, 2011)\*
- 31.1 Section 302 Certification of the Chief Executive Officer\*
- 31.2 Section 302 Certification of the Chief Financial Officer\*
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002\*
- 101.INS XBRL Instance Document
- 101.SCH XBRL Schema Document
- 101.CAL XBRL Calculation Linkbase Document
- 101.LAB XBRL Label Linkbase Document
- 101.PRE XBRL Presentation Linkbase Document

\*These exhibits were previously included or incorporated by reference in The Valspar Corporation's Quarterly Report on Form 10-Q for the quarterly period ended April 29, 2011, filed with the Securities and Exchange Commission on June 8, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE VALSPAR CORPORATION

Date: June 8, 2011 By/s/Rolf Engh  
Rolf Engh  
Secretary

Date: June 8, 2011 By/s/Lori A. Walker  
Lori A. Walker  
Senior Vice President and Chief  
Financial Officer

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