

UNIVERSAL FOREST PRODUCTS INC

Form 10-K/A

March 01, 2007

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A  
(AMENDMENT NO. 1)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.  
FOR FISCAL YEAR ENDED DECEMBER 30, 2006.**

**OR**

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

**For the transition period of \_\_\_\_\_ to \_\_\_\_\_.**

**Commission File No.: 0-22684**

**UNIVERSAL FOREST PRODUCTS, INC.**

(Exact name of registrant as specified in its charter)

**Michigan**

(State or other jurisdiction of incorporation or organization)

**38-1465835**

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

**2801 East Beltline, N.E., Grand Rapids, Michigan**

(Address of principal executive offices)

**49525**

(Zip Code)

**(616) 364-6161**

(Registrant's telephone number, including area code)

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

Title Of Each Class

Name of Each Exchange on Which Registered

**None**

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

**Common Stock, no par value**

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in 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 checkmark 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 in the past 90 days.

Yes  No

Indicate by checkmark if disclosure of delinquent filers pursuant to Items 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.

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in

Rule 12b-2). (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12-2 of the Act.)

Yes  No

As of July 1, 2006, 18,836,038 shares of the registrant's common stock, no par value, were outstanding. The aggregate market value of the common stock held by non-affiliates of the registrant (i.e. excluding shares held by executive officers, directors, and control persons as defined in Rule 405, 17 CFR 230.405) on that date was \$964,703,279 computed at the closing price of \$62.73 on that date.

As of February 3, 2007, 18,886,333 shares of the registrant's common stock, no par value, were outstanding.

Documents incorporated by reference:

- (1) Certain portions of the registrant's Annual Report to Shareholders for the fiscal year ended December 30, 2006 are incorporated by reference into Part I and II of this Report.
- (2) Certain portions of the registrant's Proxy Statement for its 2007 Annual Meeting of Shareholders are incorporated by reference into Part III of this Report.

Exhibit Index located on page E-4.

Page 1 of 3

---

**Table of Contents**

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Form 10-K Annual Report is to file a corrected Exhibit 13 (Selected portions of the Company's Annual Report to Shareholders for the fiscal year ended December 30, 2006) and a corrected Exhibit 23(a) (Consent of Ernst & Young LLP). The Form 10-K filed with the Securities and Exchange Commission via EDGAR contained an incorrect date on Management's Annual Report on Internal Control Over Financial Reporting and an incorrect date on the Consent of Ernst & Young LLP.

2

---

**TABLE OF CONTENTS**

SIGNATURES

EXHIBIT INDEX

Selected Portions of the Annual Report to Shareholders

Consent of Ernst & Young LLP

Consent of Ernst & Young LLP

302 Certification of Chief Executive Officer

302 Certification of Chief Financial Officer

906 Certification of Chief Executive Officer

906 Certification of Chief Financial Officer

---

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

Dated: March 1, 2007

**UNIVERSAL FOREST PRODUCTS, INC.**

By: /s/ Michael B. Glenn

**Chief Executive Officer**

and

/s/ Michael R. Cole

**Michael R. Cole, Chief Financial  
Officer and Treasurer**

3

---

**Table of Contents**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on this 1<sup>st</sup> day of March, 2007, by the following persons on behalf of us and in the capacities indicated.

/s/ Peter F. Secchia

**Peter F. Secchia, Director\***

/s/ Dan M. Dutton

**Dan M. Dutton, Director\***

/s/ John W. Garside

**John W. Garside, Director\***

/s/ Gary F. Goode

**Gary F. Goode, Director\***

/s/ Louis A. Smith

**Louis A. Smith, Director\***

/s/ William G. Currie

**William G. Currie, Director\***

/s/ John M. Engler

**John M. Engler, Director\***

/s/ Michael B. Glenn

**Michael B. Glenn, Director\***

/s/ Mark A. Murray

**Mark A. Murray, Director\***

\*By /s/ Michael R. Cole

**Michael R. Cole,  
Attorney-in-Fact**

**Table of Contents**

**EXHIBIT INDEX**

| Exhibit # | Description   |
|-----------|---|
| 3         | Articles of Incorporation and Bylaws.<br><br>(a) Registrant's Articles of Incorporation were filed as Exhibit 3(a) to a Registration Statement on Form S-1 (No. 33-69474) and the same is incorporated herein by reference.<br><br>(b) Registrant's Bylaws were filed as Exhibit 3(b) to a Registration Statement on Form S-1 (No. 33-69474) and the same is incorporated herein by reference.  |
| 4         | Instruments Defining the Rights of Security Holders.<br><br>(a) Specimen form of Stock Certificate for Common Stock was filed as Exhibit 4(a) to a Registration Statement on Form S-1 (No. 33-69474) and the same is incorporated herein by reference.  |
| 10        | Material Contracts.<br><br>(a)(3) Consulting Agreement with Peter F. Secchia, dated December 31, 2002, and Assignment dated January 1, 2003 was filed as Exhibit 10(a)(3) to a Form 10-K, Annual Report for the year ended December 28, 2002 and the same is incorporated herein by reference.<br><br>(a)(4) Nondisclosure and Non-Compete Agreement with Peter F. Secchia, dated December 31, 2002 was filed as Exhibit 10(a)(4) to a Form 10-K, Annual Report for the year ended December 28, 2002 and the same is incorporated herein by reference.<br><br>(a)(5) Conditional Share Grant Agreement with William G. Currie dated April 17, 2002 was filed as Exhibit 10(a)(5) to a Form 10-K, Annual Report for the year ended December 28, 2002 and the same is incorporated herein by reference.<br><br>(a)(6) Form of Conditional Share Grant Agreement utilized under the Company's Long Term Stock Incentive Plan, was filed as Exhibit 10(a) to a Form 10-Q Quarterly Report for the quarter ended September 25, 2004 and the same is incorporated herein by reference.<br><br>(b) Form of Indemnity Agreement entered into between the Registrant and each of its directors was filed as Exhibit 10(b) to a Registration Statement on Form S-1 (No. 33-69474) and the same is incorporated herein by reference. |



**Table of Contents**

| Exhibit # | Description  |
|-----------|--|
| (e)(1)    | Form of Executive Stock Option Agreement was filed as Exhibit 10(e)(1) to a Registration Statement on Form S-1 (No. 33-69474) and the same is incorporated herein by reference.  |
| (e)(2)    | Form of Officers Stock Option Agreement was filed as Exhibit 10(e)(2) to a Registration Statement on Form S-1 (No. 33-69474) and the same is incorporated herein by reference.   |
| (f)       | Salaried Employee Bonus Plan was filed as Exhibit 10(f) to a Registration Statement on Form S-1 (No. 33-69474) and the same is incorporated herein by reference.   |
| (i)(4)    | Series 2004-A, Credit Agreement dated December 20, 2004 was filed as Exhibit 10(i) to a Form 8-K Current Report dated December 21, 2004 and the same is incorporated herein by reference.  |
| (i)(5)    | First Amendment dated February 12, 2007 relating to Series 2004-A, Credit Agreement dated December 20, 2004 was filed as Exhibit 10(i) to a Form 8-K Current Report dated February 15, 2007 and the same is incorporated herein by reference.                    |
| (j)(1)    | Series 1998-A, Senior Note Agreement dated December 21, 1998 was filed as Exhibit 10(j)(1) to a Form 10-K Annual Report for the year ended December 26, 1998, and the same is incorporated herein by reference.  |
| (j)(2)    | Series 2002-A, Senior Note Agreement dated December 18, 2002 was filed as Exhibit 10(j)(2) to a Form 10-K Annual Report for the year ended December 28, 2002 and the same is incorporated herein by reference.   |
| (k)(1)    | Program for Accounts Receivable Transfer ( PARTS ) Agreement dated September 22, 2003 was filed as Exhibit 10(k)(1) to a Form 10-Q Quarterly Report for the quarter ended September 27, 2003 and the same is incorporated herein by reference.                   |
| (k)(2)    | Deposit Account Control Agreement dated September 22, 2003, completed pursuant to the PARTS Agreement, was filed as Exhibit 10(k)(2) to a Form 10-Q, Quarterly Report for the quarter ended September 27, 2003 and the same is incorporated herein by reference. |
| (k)(3)    | Program for Accounts Receivable Transfer ( PARTS ) Agreement dated November 12, 2004 was filed as Exhibit 10(k) to a Form 8-K Current Report dated November 15, 2004 and the same is incorporated herein by reference.   |

**Table of Contents**

| Exhibit # | Description  |
|-----------|--|
| (k)(4)    | Program for Accounts Receivable Transfer ( PARTS ) Agreement dated March 7, 2006 was filed as Exhibit 10(k)(4) to a Form 10-K Annual Report for the year ended December 31, 2005 and the same is incorporated herein by reference. |
| 13        | Selected portions of the Company s Annual Report to Shareholders for the fiscal year ended December 30, 2006.  |
| 14        | Code of Ethics for Senior Financial Officers   |
| (a)       | Code of Ethics for Chief Financial Officer was filed as Exhibit 14(a) to a Form 10-K, Annual Report for the year ended December 25, 2004 and the same is incorporated herein by reference.   |
| (b)       | Code of Ethics for Vice President of Accounting and Administration was filed as Exhibit 14(a) to a Form 10-K, Annual Report for the year ended December 25, 2004 and the same is incorporated herein by reference.                 |
| (c)       | Code of Ethics for Vice President of Accounting was filed as Exhibit 14(c) to a Form 10-K, Annual Report for the year ended December 31, 2005 and the same is incorporated herein by reference.                                    |
| 21*       | Subsidiaries of the Registrant.  |
| 23        | Consents.  |
| (a)       | Consent of Ernst & Young LLP.  |
| (b)       | Consent of Ernst & Young LLP.  |
| 31        | Certifications.  |
| (a)       | Certificate of the Chief Executive Officer of Universal Forest Products, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).   |
| (b)       | Certificate of the Chief Financial Officer of Universal Forest Products, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).   |
| 32        | Certifications.  |
| (a)       | Certificate of the Chief Executive Officer of Universal Forest Products, Inc., pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).   |
| (b)       | Certificate of the Chief Financial Officer of Universal Forest Products, Inc., pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).   |

\* Previously filed