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UNI MARTS INC
Form 10-K/A
February 06, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A 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 September 30, 2001

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 1-11556

UNI-MARTS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

25-1311379
(I.R.S. Employer
Identification No.)

477 East Beaver Avenue,
State College, PA
(Address of principal executive
offices)

16801-5690
(Zip Code)

Registrant's telephone number, including area code (814) 234-6000

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

| Title of each class ----- | Name of each exchange on which registered ----- |
|-------------------------------|---|
| Common Stock, \$.10 Par Value | American Stock Exchange |

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

None
(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 (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

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item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the 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. []

Aggregate market value of the voting stock which consists solely of shares of common stock held by non-affiliates of the registrant as of December 5, 2001 computed by reference to the closing sale price of the registrant's common stock on such date: \$12,739,694.

7,072,546 shares of Common Stock were outstanding at December 5, 2001.

This Document Contains 7 Pages.

This Form 10-K/A No. 1 is being filed to amend Item 14 of the Annual Report on Form 10-K of Uni-Marts, Inc. for the fiscal year ended September 30, 2001, which was filed with the Securities and Exchange Commission on December 21, 2001. Item 14, Exhibits, Financial Statements and Reports on Form 8-K, is amended to include the Amended and Restated By-Laws of Uni-Marts, Inc. as Exhibit 3.2. While the full text of Item 14 is set forth below, only Item 14(C), Exhibits, Exhibit 3.2 is amended in this Form 10-K/A No. 1.

ITEM 14. EXHIBITS, FINANCIAL STATEMENTS AND REPORTS ON FORM 8-K.

(A) Financial Statements and Schedules

The Financial Statements listed below are filed as part of this Annual Report on Form 10-K.

(1) Financial Statements

Report of Deloitte & Touche LLP, Independent Auditors

Consolidated Balance Sheets--September 30, 2001 and 2000

Consolidated Statements of Operations for the years ended September 30, 2001, 2000 and 1999

Consolidated Statements of Stockholders Equity for the years ended September 30, 2001, 2000 and 1999

Consolidated Statements of Cash Flows for the years ended September 30, 2001, 2000 and 1999

Notes to Consolidated Financial Statements

Supplementary Financial Information--Selected Quarterly Financial Data (Unaudited)

(2) Financial Statement Schedules

The following financial statement schedule should be read in conjunction with the financial statements and notes thereto included in this report. Schedules not included below have been omitted because they are not applicable or required or because the required information is not material or is included in the financial statements or notes thereto.

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The following schedule for the years ended September 30, 2001, 2000 and 1999 is included in this report:

Schedule II -- Valuation and Qualifying Accounts

(B) Reports on Form 8-K

Uni-Marts, Inc. filed no reports on Form 8-K with the Securities and Exchange Commission during the last quarter of the fiscal year ended September 30, 2001.

(C) Exhibits

- 3.1 Amended and Restated Certificate of Incorporation of the Company (Filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the period ended March 30, 1995, File No. 0-15164, and incorporated herein by reference thereto).
- 3.2 Amended and Restated By-Laws of the Company.
- 4.1 Form of the Company's Common Stock Certificate (Filed as Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q for the period ended April 1, 1993, File No. 1-11556, and incorporated herein by reference thereto).
- 10.1 Uni-Marts, Inc. Amended and Restated Equity Compensation Plan (Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended March 30, 1995 and incorporated herein by reference thereto).
- 10.2 Uni-Marts, Inc. Retirement Savings & Incentive Plan (Filed as Exhibit 4.2 to the Company's Registration Statement on Form S-8, File No. 33-9807, filed on July 10, 1991, and incorporated herein by reference thereto).
- 10.3 Form of Indemnification Agreement between Uni-Marts, Inc. and each of its Directors (Filed as Exhibit A to the Company's Definitive Proxy Statement for the February 25, 1988 Annual Meeting of Stockholders, File No. 0-15164, and incorporated herein by reference thereto).
- 10.4 Uni-Marts, Inc. Deferred Compensation Plan (Filed as Exhibit 10.8 to the Annual Report of Uni-Marts, Inc. on Form 10-K for the year ended September 30, 1990, File No. 0-15164, and incorporated herein by reference thereto).
- 10.5 Composite copy of Change of Control Agreements between Uni-Marts, Inc. and its executive officers (Filed as Exhibit 10.10 to the Annual Report of Uni-Marts, Inc. on Form 10-K for the year ended September 30, 1994 and incorporated herein by reference thereto).
- 10.6 Uni-Marts, Inc. 1996 Equity Compensation Plan (Filed as Exhibit A to the company's Definitive Proxy Statement for the February 22, 1996 Annual Meeting of Stockholders and incorporated herein by reference thereto).
- 10.7 Amendment 1998-1 to the Uni-Marts, Inc. Equity Compensation Plan (Filed as Exhibit 10.10 to the Annual Report of Uni-Marts, Inc. on Form 10-K for the year ended September 30, 1998 and incorporated herein by

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- reference thereto).
- 10.8 Amended and Restated Note between Henry D. Sahakian and Uni-Marts, Inc. dated January 25, 1999 (Filed as Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the period ended April 1, 1999 and incorporated herein by reference thereto).
 - 10.9 Loan Agreement between FFCA Acquisition Corporation and Uni-Marts, Inc. dated June 30, 1998 (Filed as Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the period ended July 2, 1998 and incorporated herein by reference thereto).
 - 10.10 Uni-Marts, Inc. Employee Stock Purchase Plan (Filed as Exhibit A to the Company's Definitive Proxy Statement for the February 25, 1999 Annual Meeting of Stockholders and incorporated herein by reference thereto).
 - 10.11 Loan Agreement between FFCA Acquisition Corporation and Uni Realty of Wilkes Barre, L.P. dated April 21, 2000 (Filed as Exhibit 20.1 to the Company's Form 8-K filed on May 8, 2000 and incorporated herein by reference thereto).
 - 10.12 Loan Agreement between FFCA Funding Corporation and Uni Realty of Luzerne, L.P. dated April 21, 2000 (Filed as Exhibit 20.2 to the Company's Form 8-K filed on May 8, 2000 and incorporated herein by reference thereto).
 - 10.13 Equipment Loan Agreement between FFCA Acquisition Corporation and Uni-Marts, Inc. dated April 21, 2000 (Filed as Exhibit 20.3 to the Company's Form 8-K filed on May 8, 2000 and incorporated herein by reference thereto).
 - 10.14 Equipment Loan Agreement between FFCA Funding Corporation and Uni-Marts, Inc. dated April 21, 2000 (Filed as Exhibit 20.4 to the Company's Form 8-K filed on May 8, 2000 and incorporated herein by reference thereto).
 - 10.15 Revolving Credit Loan Agreement between Provident Bank and Uni-Marts, Inc. dated April 20, 2000 (Filed as Exhibit 10.15 to the Company's Quarterly Report on Form 10-Q for the period ended June 29, 2000 and incorporated herein by reference thereto).
 - 10.16 Amendment to the Revolving Credit Loan Agreement between Provident Bank and Uni-Marts, Inc. dated January 16, 2001 (Filed as Exhibit 10.17 to the Company's Quarterly Report on Form 10-Q for the period ended April 5, 2001 and incorporated herein by reference thereto).
 - 10.17 Amendment to the Revolving Credit Loan Agreement between Provident Bank and Uni-Marts, Inc. dated March 31, 2001 (Filed as Exhibit 10.18 to the Company's Quarterly Report as Form 10-Q for the period ended April 5, 2001 and incorporated herein by reference thereto).
 - 11 Statement regarding computation of per share earnings (loss).
 - 21 Subsidiaries of the registrant.
 - 23 Consent of Deloitte & Touche LLP.
 - 99 Report on Form 11-K.

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(D) Schedules

The schedules listed in Item 14(A) are filed as part of this Annual Report on Form 10-K.

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.

UNI-MARTS, INC.
(Registrant)

By: /s/ Henry D. Sahakian

Henry D. Sahakian
Chairman of the Board
(Principal Executive Officer)

By: /s/ N. Gregory Petrick

N. Gregory Petrick
Executive Vice President and
Chief Financial Officer
(Principal Accounting Officer)
(Principal Financial Officer)

Dated: February 6, 2002

EXHIBIT INDEX

| Number | Description |
|--------|--|
| ----- | ----- |
| 3.2 | Amended and Restated By-Laws of the Company. |