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COVENANT TRANSPORT INC
Form 10-K/A
July 31, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 Fiscal Year Ended December 31, 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 0-24960

COVENANT TRANSPORT, INC.
(Exact name of registrant as specified in its charter)

Nevada

88-0320154

(State or other jurisdiction of
incorporation or organization)

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

400 Birmingham Highway
Chattanooga, Tennessee

37419

(Address of principal executive
offices)

(Zip Code)

Registrant's telephone number, including area code: 423/821-1212

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

Securities registered pursuant to Section 12(g) of the Act:
\$0.01 Par Value Class A Common Stock

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]

The aggregate market value of the voting stock held by non-affiliates of the registrant was approximately \$117.7 million as of July 26, 2002 (based upon the \$18.10 per share closing price on that date as reported by Nasdaq). In making this calculation the registrant has assumed, without admitting for any purpose, that all executive officers, directors, and holders of more than 10% of a class

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of outstanding common stock, and no other persons, are affiliates.

As of July 26, 2002, the registrant had 11,970,711 shares of Class A common stock and 2,350,000 shares of Class B common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE: None.

EXPLANATORY NOTE

Covenant Transport, Inc. ("Covenant") hereby amends and restates in its entirety Item 14(c) of its Annual Report on Form 10-K for the fiscal year ended December 31, 2001, filed with the Securities and Exchange Commission on April 1, 2002. The sole purpose of this amendment is to update and attach Exhibit 21, which is filed herewith.

(c) Exhibits

Exhibit Number	Reference	Description
3.1	(1)	Restated Articles of Incorporation.
3.2	(1)	Amended Bylaws dated September 27, 1994.
4.1	(1)	Restated Articles of Incorporation.
4.2	(1)	Amended Bylaws dated September 27, 1994.
10.1	(1)	401(k) Plan filed as Exhibit 10.10.
10.2	(2)	Outside Director Stock Option Plan, filed as Exhibit A.
10.3	(3)	Amendment No. 1 to the Outside Director Stock Option Plan, filed as Exhibit 10.3.
10.4	(4)	Amended and Restated Note Purchase Agreement dated December 13, 2000, among Covenant Asset Management, Inc., Covenant Transport, Inc., and Bank of America, N.A., filed as Exhibit 10.4.
10.5	(4)	Credit Agreement by and among Covenant Asset Management, Inc., Covenant Transport, Inc., Bank of America, N.A., and each other financial institution which is a party to the Credit Agreement, dated December 13, 2000, filed as Exhibit 10.5.
10.6	(4)	Loan Agreement dated December 12, 2000, among CVTI Receivables Corporation and Covenant Transport, Inc., and Three Pillars Funding Corporation, filed as Exhibit 10.6.
10.7	(4)	Receivables Purchase Agreement dated as of December 12, 2000, among CVTI Receivables Corporation, Covenant Transport, Inc., and Southern Refining Corporation, filed as Exhibit 10.7.
10.8	(5)	Clarification of Intent and Amendment No. 1 to Loan Agreement dated March 7, 2001, among CVTI Receivables Corporation, Covenant Transport, Inc., and SunTrust Equitable Securities Corporation, filed as Exhibit 10.8.
10.9	(6)	Incentive Stock Plan, Amended and Restated as of May 17, 2001, filed as Exhibit 10.9.
10.10	(7)	Amendment No. 1 to Credit Agreement dated August 28, 2001, among CVTI Receivables Corporation, Covenant Transport, Inc., Bank of America, N.A., and each other financial institution which is a party to the Credit Agreement, filed as Exhibit 10.10.
16	(8)	Letter of PricewaterhouseCoopers LLP regarding change in certain financial ratios.
21	#	List of Subsidiaries.
23.1	(9)	Independent Auditors' Consent - KPMG LLP.
23.2	(9)	Independent Auditors' Consent - PricewaterhouseCoopers LLP.

Previously filed as an exhibit to and incorporated by reference from:

- (1) Form S-1, Registration No. 33-82978, effective October 28, 1994.
- (2) Schedule 14A, filed April 13, 2000.
- (3) Form 10-Q for the quarter ended September 30, 2000.
- (4) Form 10-K for the year ended December 31, 2000.

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- (5) Form 10-Q for the quarter ended March 31, 2001.
- (6) Schedule 14A, filed April 5, 2001.

- (7) Form 10-Q/A for the quarter ended September 30, 2001.
- (8) Form 8-K/A filed September 26, 2001.
- (9) Form 10-K for the year ended December 31, 2001.
- # Filed herewith.

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.

COVENANT TRANSPORT, INC.

Date: July 31, 2002

By: /s/ Joey B. Hogan

Joey B. Hogan
Senior Vice President and Chief
Financial Officer

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 and Title	Date
/s/ David R. Parker ----- David R. Parker Chairman of the Board, President, and Chief Executive Officer (principal executive officer)	July 31, 2002
/s/ Michael W. Miller ----- Michael W. Miller Director	July 31, 2002
/s/ Joey B. Hogan ----- Joey B. Hogan Senior Vice President and Chief Financial Officer (principal financial and accounting officer)	July 31, 2002
/s/ R. H. Lovin, Jr. ----- R. H. Lovin, Jr. Director	July 31, 2002
/s/ William T. Alt ----- William T. Alt Director	July 31, 2002

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/s/ Robert E. Bosworth

Robert E. Bosworth
Director

July 31, 2002

/s/ Hugh O. Maclellan, Jr.

Hugh O. Maclellan, Jr.
Director

July 31, 2002

/s/ Mark Scudder

Mark Scudder
Director

July 31, 2002