

Mueller Water Products, Inc.
Form 10-Q/A
August 09, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A
Amendment No. 1

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

For the quarterly period ended June 30, 2010

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

Commission File Number 001-32892

MUELLER WATER PRODUCTS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-3547095
(I.R.S. Employer
Identification No.)

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1200 Abernathy Road N.E.

Suite 1200

Atlanta, GA 30328

(Address of principal executive offices)

(770) 206-4200

(Registrant's telephone number, including area code)

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 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

There were 154,564,828 shares of Series A common stock of the registrant outstanding at July 31, 2010.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2010 (Form 10-Q) is to furnish Exhibit 10.16.1 to the Form 10-Q in accordance with Rule 601 of Regulation S-K.

No other changes have been made to the Registrant's Form 10-Q. This Amendment No. 1 does not reflect any subsequent events occurring after the original filing of the Form 10-Q or modify or update in any way disclosures made in the original filing. Exhibit 10.16.1 was inadvertently omitted from the filing of the Form 10-Q on August 9, 2010.

Item 6. Exhibits

(a) Exhibits

Exhibit

| No. | Document |
|------------|---|
| 10.16.1 | Second Amendment Agreement, dated August 2, 2010, between Mueller Water Products, Inc. and Raymond T. Torok. Incorporated by reference to Exhibit 10.1 to Mueller Water Products, Inc. Form 8-K (File no. 001-32892) filed on August 6, 2010. |
| 10.20 | Employment Agreement, dated August 9, 2010, between Mueller Water Products, Inc. and Paul Ciolino.* |
| 10.21 | Executive Change-in-Control Severance Agreement, dated August 9, 2010, between Mueller Water Products, Inc. and Paul Ciolino* |
| 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.* |
| 32.1 | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.* |
| 32.2 | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.* |

* Previously filed on August 9, 2010 in connection with the Form 10-Q for the period ended June 30, 2010.

SIGNATURES

Pursuant to the requirements 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.

MUELLER WATER PRODUCTS, INC.

Date: August 9, 2010

By: /s/ EVAN L. HART
Evan L. Hart
Chief Financial Officer