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ARRIS GROUP INC
Form 10-K/A
March 12, 2004

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

AMENDMENT NO. 1
FORM 10-K/A

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002

OF

ARRIS GROUP, INC.

A DELAWARE CORPORATION
IRS EMPLOYER IDENTIFICATION NO. 58-2588724
SEC FILE NUMBER 000-31254

11450 TECHNOLOGY CIRCLE
DULUTH, GA 30097
(678) 473-2000

ARRIS Group's Common Stock and Preferred Stock Purchase Rights are registered pursuant to Section 12(g) of the Securities Exchange Act of 1934. ARRIS Group (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 and (2) has been subject to such filing requirements for the past 90 days.

Disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is contained in a definitive proxy statement, portions of which are incorporated by reference in Part III of this Form 10-K.

The aggregate market value of ARRIS Group's Common Stock held by non-affiliates as of June 28, 2002 was approximately \$270,446,897 (computed on the basis of the last reported sales price per share \$4.48 of such stock on the Nasdaq National Market System). As of March 24, 2003, 74,641,555 shares of the registrant's Common Stock were outstanding. For these purposes, directors, officers and 10% shareholders have been assumed to be affiliates. ARRIS Group, Inc. is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Portions of ARRIS Group's Proxy Statement for its 2003 Annual Meeting of Stockholders are incorporated by reference into Part III.

EXPLANATORY NOTE

This Amendment is being filed to amend and restate Item 9A of Part II, the signature page and the Section 302 certifications. Except as expressly stated herein, this Form 10-K/A does not modify or update any of the disclosures contained in the original filing to reflect any events that occurred at a later date.

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PART II

ITEM 9A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures. Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as of the end of the period covered by this report (the "Evaluation Date"). Based on such evaluation, such officers have concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective in alerting them on a timely basis to material information relating to our company (including our consolidated subsidiaries) required to be included in our reports filed or submitted under the Exchange Act.

(b) Changes in Internal Control over Financial Reporting. Our Chief Executive Officer and Chief Financial Officer have evaluated any changes in our internal control over financial reporting that occurred during the most recent fiscal quarter. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that there has been no change in our internal control over financial reporting during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART IV

ITEM 15(c). EXHIBIT LIST

Each management contract or compensation plan required to be filed as an exhibit is identified by an asterisk (*).

EXHIBIT NUMBER -----	DESCRIPTION OF EXHIBIT -----	THE F INCORPO ARRI BROADBA UNL ---
3.1	Amended and Restated Certificate of Incorporation.....	Registrati 61524, Exh
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation.....	August 3, Exhibit 3.
3.3	By-laws.....	Registrati 61524, Exh Broadband
4.1	Form of Certificate for Common Stock.....	Registrati 61524, Exh
4.2	Rights Agreement dated October 3, 2002.....	October 3, Exhibit 4.
4.3	Indenture dated March 18, 2003.....	December 3 Exhibit 4.
10.1	Credit Agreement, dated August 3, 2001.....	August 13, Exhibit 10

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10.1(a)	First Amendment to Credit Agreement dated January 8, 2002.....	December 3, 2002 Exhibit 10.1
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10.1(b)	Second Amendment to Credit Agreement dated April 19, 2002.....	March 31, 2003 Exhibit 10.1
10.1(c)	Third Amendment to Credit Agreement dated April 24, 2002.....	March 31, 2003 Exhibit 10.1
10.1(d)	Fourth Amendment to Credit Agreement dated May 31, 2002.....	June 7, 2003 Exhibit 10.1
10.1(e)	Acknowledgment from Lenders, dated June 25, 2002.....	June 30, 2003 Exhibit 10.1
10.1(f)	Fifth Amendment to Credit Agreement dated September 30, 2002.....	September 30, 2003 Exhibit 10.1
10.1(g)	Sixth Amendment to Credit Agreement dated November 21, 2002.....	November 21, 2003 Exhibit 10.1
10.1(i)	Limited Waiver to Credit Agreement dated December 5, 2002.....	November 21, 2003 Exhibit 10.1
10.1(h)	Seventh Amendment to Credit Agreement dated January 2, 2003.....	November 21, 2003 Exhibit 10.1
10.1(j)	Eighth Amendment to Credit Agreement dated March 11, 2003.....	March 11, 2004 Exhibit 10.1
10.2	Second Amended and Restated Investor Rights Agreement Dated June 7, 2002.....	June 7, 2003 Exhibit 10.1
10.2(a)	Option Agreement Dated June 7, 2002.....	June 7, 2003 Exhibit 10.1
10.2(b)	Letter Agreement with Nortel Networks dated March 11, 2003.....	March 11, 2004 Exhibit 10.1
10.3	(Nortel Networks) Registration Rights Agreement.....	August 13, 2003 Exhibit 10.1
10.3(a)	Letter Agreement with Nortel Networks dated March 11, 2003.....	March 11, 2004 Exhibit 10.1
10.4	(Liberty Media) Registration Rights Agreement.....	December 3, 2003 Exhibit 10.1
10.5	(Cadant, Inc.) Asset Purchase Agreement dated December 8, 2001.....	February 8, 2002

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Exhibit 2.

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10.6(a) *	Agreement with Robert J. Stanzione for the conversion of special 2001 bonus to stock units.....	December 3, 10.10(b),
10.6(b) *	Amended and Restated Employment Agreement, dated August 6, 2001, with Robert J Stanzione.....	September 10, Exhibit 10
10.6(c) *	Supplemental Executive Retirement Plan for Robert J Stanzione.....	September 10, Exhibit 10
10.7(a) *	Amended and Restated Employment Agreement dated April 29, 1999, with John M. Egan.....	June 30, 10, Exhibit 10
10.7(b) *	Consulting Agreement, dated April 27, 1999 with John M. Egan.....	June 30, 10, 10.31(b),
10.7(c) *	Supplemental Executive Retirement Plan for John M. Egan.....	June 30, 10, 10.31(c),
10.8*	Amended and Restated Employment Agreement, dated April 29, 1999, with Lawrence A. Margolis.....	June 30, 10, Exhibit 10, Corporatio
10.9*	Form of Employment Agreement with Gordon E. Halverson.....	March 31, Exhibit 10
10.10*	Consulting Agreement dated February 1, 1998 for James L. Faust.....	December 3, Exhibit 10, Corporatio
10.11*	Stock Option Agreement with William H. Lambert dated March 14, 1994.....	April 30, Form 10-K,
10.12*	2001 Stock Incentive Plan.....	July 2, 20, Statement, Parent Cor
10.13*	Management Incentive Plan.....	July 2, 20, filed as p #333-61524

10.14	Solectron Manufacturing Agreement and Addendum.....	December 3, 2003 Exhibit 10.14
10.15	Mitsumi Agreement.....	December 3, 2003 Exhibit 10.15
10.16*	Form of Employment Agreement with Ronald M. Coppock.....	December 3, 2003 Exhibit 10.16
10.17	Keptel, Inc. Asset Purchase Agreement.....	March 31, 2003 Exhibit 10.17
10.18	Actives Purchase Agreement dated November 13, 2002.....	December 3, 2003 Exhibit 10.18
10.19	Employment Agreement with James D. Lakin and Supplement dated August 5, 2001.....	December 3, 2003 Exhibit 10.19
10.20	Employment Agreement with David B. Potts dated August 5, 2001.....	December 3, 2003 Exhibit 10.20
10.21	Settlement and Release Agreement dated March 11, 2003.....	March 11, 2003 Exhibit 10.21
21	Subsidiaries of the Registrant.....	December 3, 2003 Exhibit 21
23	Consent of Ernst & Young LLP.....	December 3, 2003 Exhibit 23
24	Powers of Attorney.....	December 3, 2003 Exhibit 24
31.1	Certification by Chief Executive Officer Pursuant to Section 302 of Sarbanes-Oxley Act	Filed here
31.2	Certification by Chief Financial Officer Pursuant to Section 302 of Sarbanes-Oxley Act	Filed here

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.

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ARRIS GROUP, INC.

/s/ Lawrence A. Margolis

Lawrence A. Margolis
Executive Vice President,
Chief Financial Officer

Dated: March 11, 2004

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.

/s/ Robert J. Stanzione
Robert J. Stanzione

President, Chief Executive
Officer and Chairman

/s/ Lawrence A. Margolis
Lawrence A. Margolis

Executive Vice President, Chief
Financial Officer

/s/ David B. Potts
David B. Potts

Senior Vice President of Finance,
Chief Information Officer
(Principal Accounting Officer)

*

Alex B. Best

Director

*

Harry L. Bosco

Director

*

John Ian Anderson Craig

Director

*

Matthew B. Kearney

Director

*

William H. Lambert

Director

*

John R. Petty

Director

* By: /s/ Lawrence A. Margolis

Attorney-in-fact