

Edgar Filing: ENNIS, INC. - Form 10-K/A

ENNIS, INC.  
Form 10-K/A  
June 20, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549  
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FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended February 28, 2005  
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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 1-5807  
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ENNIS, INC.

-----  
(Exact name of registrant as specified in its charter)

Texas 75-0256410  
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(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

2441 Presidential Parkway,  
Midlothian, Texas 76065  
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(Address of principal executive offices) Zip Code

Registrant's telephone number, including area code (972) 775-9801  
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Securities registered pursuant to Section 12(b) of the Act:

Title of each class Name of each exchange on which registered  
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Common Stock, par value \$2.50 per share New York Stock Exchange  
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Securities registered pursuant to Section 12(g) of the Act: None

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  
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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein,

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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]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes X No

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The number of shares of the registrant's Common Stock, par value \$2.50, outstanding at April 15, 2005 was 25,417,995.

The aggregate market value of voting stock held by non-affiliates of the registrant as of August 31, 2004 (16,166,888) and April 15, 2005 (25,182,674 shares) were \$301,997,468 and \$407,455,665, respectively.

### DOCUMENTS INCORPORATED BY REFERENCE:

Portions of 2005 Annual Report to Shareholders - Incorporated in Parts I & II

Portions of Proxy Statement filed within 120 days of the February 28, 2005 fiscal year end - Incorporated in Part III

### Item 9a. Controls and Procedures.

The Company's management carried out an evaluation, under the supervision and with the participation of the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures under Rule 13a-15(e) under the Exchange Act as of February 28, 2005. Based upon that evaluation, the Chief Executive Officer along with the Chief Financial Officer concluded that the Company's disclosure controls and procedures as of February 28, 2005, were not effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) required to be included in the Company's periodic filings under the Exchange Act as a result of material weaknesses in internal control over financial reporting, as described in detail in our Management's Report on Internal Control over Financial Reporting, incorporated by reference to page 58 and 59 of the Company's 2005 Annual Report to Shareholders, attached as Exhibit 13 to our Annual Report or Form 10-K for the year ended February 28, 2005.

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in the Exchange Act Rule 13a-15(f). Management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of February 28, 2005 using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework and identified material weaknesses in internal control over financial reporting as of February 28, 2005 as described in our Management's Report referenced above. Accordingly, Management concluded that the Company did not maintain effective internal control over financial reporting as of February 28, 2005.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)3 - Exhibits The exhibits listed on the accompanying Index to Exhibits are filed as part of this Form 10-K/A.

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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.

(Registrant) ENNIS, INC.

Date: June 17, 2005  
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BY: /s/ Keith S. Walters  
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Keith S. Walters, Chairman of  
the Board, Chief Executive  
Officer and President

Date: June 17, 2005  
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BY: /s/ Harve Cathey  
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Harve Cathey  
Vice President - Finance and  
CFO, Secretary and Principal  
Financial and Accounting  
Officer

INDEX TO EXHIBITS

- Exhibit 2.1 Agreement and Plan of Merger dated as of June 25, 2004 by and among Ennis, Inc., Midlothian Holdings LLC, and Centrum Acquisition, Inc., incorporated herein by reference to Exhibit 2.1 to the Registrant's Form S-4 filed on September 3, 2004.
- Exhibit 2.2 First Amendment to Agreement and Plan of

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- Merger dated as of August 23, 2004 by and among Ennis, Inc., Midlothian Holdings LLC, and Centrum Acquisition, Inc., incorporated herein by reference to Exhibit 2.2 to the Registrant's Form S-4 filed on September 3, 2004.
- Exhibit 3.1 Restated Articles of Incorporation as amended through June 23, 1983 with attached amendments dated June 20, 1985, July 31, 1985 and June 16, 1988 incorporated herein by reference to Exhibit 5 to the Registrant's Form 10-K Annual Report for the fiscal year ended February 28, 1993.
- Exhibit 3.2 Bylaws of the Registrant as amended through October 15, 1997 incorporated herein by reference to Exhibit 3(ii) to the registrant's Form 10-Q Quarterly Report for the quarter ended November 30, 1997.
- Exhibit 3.3 Articles of Amendment to the Articles of Incorporation of Ennis Business Forms, Inc. filed on June 17, 2004 incorporated herein by reference to Exhibit 3.3 to the registrant's Form 10-Q Quarterly Report for the quarter ended November 30, 2004.
- Exhibit 10.1 Employee Agreement between Ennis, Inc. and Keith S. Walters dated May 1, 2003 incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 10-K Annual Report for the fiscal year ended February 29, 2004.
- Exhibit 10.2 Employee Agreement between Ennis, Inc. and Ronald M. Graham dated May 1, 2003 incorporated herein by reference to Exhibit 10.2 to the Registrant's Form 10-K Annual Report for the fiscal year ended February 29, 2004.
- Exhibit 10.3 Employee Agreement between Ennis, Inc. and Michael D. Magill dated October 7, 2003 incorporated herein by reference to Exhibit 10.3 to the Registrant's Form 10-K Annual Report for the fiscal year ended February 29, 2004.
- Exhibit 10.4 2004 Long-Term Incentive Plan incorporated herein by reference to Exhibit 4.1 of the Registrant's Form S-8 filed on January 5, 2005.
- Exhibit 10.5 Stock Purchase Agreement dated as of June 25, 2004, among Crabar/GBF, Inc. the shareholders of Crabar/GBF, Inc. and Ennis, Inc. incorporated herein by reference to Exhibit 2 to the Registrant's Current Report on Form 8-K filed on July 15, 2004.
- Exhibit 10.6 First Amendment Agreement dated as of June 25, 2004, by and among Amin Amdani, Rauf Gajiani, Centrum Acquisition, Inc., Ennis, Inc. and Midlothian Holdings LLC incorporated herein by reference to Exhibit 10.6 to the Registrant's Form S-4 filed on September 3, 2004.
- Exhibit 10.7 Indemnity Agreement dated as of June 25, 2004, by and among Laurence Ashkin, Roger Brown, John McLinden, Arthur Slaven, Ennis, Inc. and Midlothian Holdings LLC incorporated herein by

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reference to Exhibit 10.7 to the Registrant's Form S-4 filed on September 3, 2004.

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- Exhibit 10.8 Indemnity Agreement dated as of June 25, 2004, by and among Laurence Ashkin, Roger Brown, John McLinden, Arthur Slaven, Ennis, Inc. and Midlothian Holdings LLC incorporated herein by reference to Exhibit 10.8 to the Registrant's Form S-4 filed on September 3, 2004.
- Exhibit 10.9 UPS Ground, Air Hundredweight and Sonicair Incentive Program Carrier Agreement incorporated herein by reference to Exhibit 10 to the Registrant's Form 10-K Annual Report for the fiscal year ended February 29, 2003.
- Exhibit 10.10 Addendum to UPS Ground, Air and Sonicair Incentive Program Carrier Agreement dated as of August 9, 2004, between Ennis, Inc. and United Parcel Service, Inc. incorporated herein by reference to Exhibit 10.10 to the Registrant's Form S-4 filed on September 3, 2004.\*
- Exhibit 10.11 Carbonless Paper Agreement dated as of July 13, 2004 between Ennis, Inc & MeadWestvaco Corporation incorporated herein by reference to Exhibit 10.11 to the Registrant's Form S-4 filed on September 3, 2004.\*
- Exhibit 10.12 Fourth Amendment to Credit Agreement dated as of June 25, 2004, between Ennis, Inc. and Bank One, NA incorporated herein by reference to Exhibit 10.12 to the Registrant's Form S-4 filed on September 3, 2004.
- Exhibit 10.13 Assignment Agreement dated as of June 30, 2004, between U.S. Bank National Association and Compass Bank incorporated herein by reference to Exhibit 10.13 to the Registrant's Form S-4 filed on September 3, 2004.
- \* Exhibit 10.14 Mutual Agreement, dated January 10, 2005, between Parkdale and Alstyle Apparel, Inc.
- \*\* Exhibit 11 Computation of Earnings Per Share
- \*\* Exhibit 13 Portions of 2005 Annual Report to Shareholders
- \*\* Exhibit 21 Subsidiaries of Registrant
- Exhibit 31.1 Certification Pursuant to Rule 13a-14(a)/15d-14(a) (Chief Executive Officer)
- Exhibit 31.2 Certification Pursuant to Rule 13a-14(a)/15d-14(a) (Chief Financial Officer)
- \* Portions of Exhibit have been omitted pursuant to a request for confidential treatment filed with the Securities and Exchange Commission.
- \*\* Previously filed with the Registrant's Annual Report on Form 10-K for the year ended February 28, 2005.

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