

MAPINFO CORP  
Form 10-K/A  
April 02, 2004

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SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D.C. 20549**

**FORM 10-K/A**

(Amendment No. 1)

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

For the fiscal year ended September 30, 2003

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 0-23078

**MAPINFO CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

06-1166630  
(I.R.S. Employer  
Identification No.)

One Global View  
Troy, New York 12180

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (518) 285-6000

Securities Registered Pursuant to Section 12(b) of The Act: None

Securities Registered Pursuant to Section 12(g) of The Act:  
Common Stock, \$.002 Par Value Per Share

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 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.

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

Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant was approximately \$45,985,650 based on the closing price of the Common Stock on the Nasdaq National Market on March 31, 2003.

The number of shares outstanding of the registrant's common stock, \$.002 par value per share as of November 17, 2003 was 15,644,639.

Documents Incorporated by Reference

<u>Document Description</u>	<u>10-K Part</u>
Specifically Identified Portions of the Registrant's Proxy Statement for the 2004 Annual Meeting of Stockholders	III

EXPLANATORY NOTE

The purpose of this amendment is to file the registrant's bylaws, as amended as of January 31, 2003, as Exhibit 3.2. The amendments reflected in the bylaws filed hereby amend Sections 2.8 and 2.12 thereof to provide that (1) the registrant may provide notice of any special meeting of the registrant's board of directors by sending such notice by electronic submission and (2) any action by written consent in lieu of a meeting by the registrant's board of directors or any committee thereof may be effected by electronic transmission.

Item 15. Exhibits, Financial Statement Schedules, and Reports on Form 8-K

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(a) 3. Exhibits:

The Exhibits listed in the Exhibit Index are filed as part of this Amendment No. 1 to Annual Report on Form 10-K/A.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to its Annual Report on Form 10-K/A to be signed on its behalf as of April 2, 2004 by the undersigned, thereunto duly authorized.

MAPINFO CORPORATION

Date: April 2, 2004

By: /s/ K. Wayne McDougall  
K. Wayne McDougall  
Vice President, Treasurer and Chief Financial Officer

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
3.1	Certificate of Incorporation of the Registrant, as Amended. (A)
3.2	Amended By-Laws of the Registrant, as amended as of January 31, 2003.
4	Specimen Certificate for shares of the Registrant's Common Stock. (A)
10.1+	1993 Stock Incentive Plan, as amended to date. (B)
10.2+	1993 Director Stock Option Plan, as amended to date. (B)
10.3+	Employment Agreement dated October 1, 2003 by and between the Registrant and Mark Cattini. (C)
10.4+	Employment Agreement dated October 1, 2003 by and between the Registrant and John C. Cavalier. (C)

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- 10.5+ Employment Agreement dated October 1, 2003 by and between the Registrant and K. Wayne McDougall. (C)
- 10.6+ Employment Agreement dated October 1, 2003 by and between the Registrant and Michael Hickey. (C)
- 10.7+ Employment Agreement dated October 1, 2003 by and between the Registrant and Gavin Lennox. (C)
- 10.8+ Employment Agreement dated October 1, 2003 by and between the Registrant and George Moon. (C)
- 10.9+ Employment Agreement dated October 1, 2003 by and between the Registrant and Bert Tobin. (C)
- 10.10+ Employee Intellectual Property, Confidential Information and Non-Competition Agreement dated as of December 1, 1998 by and between the Registrant and Mark Cattini. (C)
- 10.11+ Employee Patent, Confidential Information and Non-Competition Agreement dated September 30, 1996 by and between the Registrant and John C. Cavalier. (D)
- 10.12+ Employee Intellectual Property, Confidential Information and Non-Competition Agreement dated as of September 4, 2002 by and between the Registrant and K. Wayne McDougall. (E)
- 10.13+ Employee Intellectual Property, Confidential Information and Non-Competition Agreement dated as of June 3, 1995 by and between the Registrant and Michael Hickey. (C)
- 10.14+ Employee Intellectual Property, Confidential Information and Non-Competition Agreement dated as of April 28, 2002 by and between the Registrant and Gavin

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Lennox. (F)

- 10.15+ Employee Intellectual Property, Confidential Information and Non-Competition Agreement by and between the Registrant and George Moon. (C)
- 10.16+ Employee Intellectual Property, Confidential Information and Non-Competition Agreement dated as of April 15, 1996 by and between the Registrant and Bert Tobin. (C)
- 10.17 Two Global View Lease Agreement dated as of January 10, 1995 between Rensselaer Polytechnic Institute and the Registrant. (D)
- 10.18 Ground Lease Agreement between Rensselaer Polytechnic Institute and the Registrant dated January 31, 2001. (B)
- 10.19 First Amendment to Ground Lease Agreement between Rensselaer Polytechnic Institute and the Registrant dated January 31, 2001. (B)
- 10.20 Second Amendment to Ground Lease Agreement between Rensselaer Polytechnic Institute and the Registrant dated January 31, 2001. (B)
- 10.21+ Form of Non-Qualified Stock Option Agreement issued pursuant to 1993 Stock Option Plan, as amended. (A)
- 10.22+ Form of Non-Qualified Stock Option Agreement issued pursuant to 1993 Director Stock Option Plan, as amended. (A)
- 10.23 Amended and Restated Mortgage and Security Agreement dated December 18, 2002 by and between Rensselaer County Industrial Development Agency and MapInfo Realty, LLC. (F)

- 10.24 Amended and Restated Promissory Note dated December 18, 2002 by and between MapInfo Realty, LLC and Charter One Bank, F.S.B. (F)
- 10.25 Amended and Restated Guaranty Agreement dated December 18, 2002 by and between the Registrant and Charter One Bank, F.S.B. (F)
- 21 Subsidiaries of the Registrant. (C)
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a).
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a).

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(A) Incorporated herein by reference from the exhibits to the Form 10-K for the year ended September 30, 2002.

(B) Incorporated herein by reference from the exhibits to the Form 10-Q for the quarter ended March 31, 2001.

(C) Incorporated herein by reference from the exhibits to the Form 10-K for the year ended September 30, 2003.

(D) Incorporated herein by reference from the exhibits to the Form 10-K for the year ended September 30, 2001.

(E) Incorporated herein by reference from the exhibits to the Form 10-Q for the quarter ended March 31, 2003.

(F) Incorporated herein by reference from the exhibits to the Form 10-Q for the quarter ended December 31, 2002.