

ANIXTER INTERNATIONAL INC

Form 10-K/A

March 15, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

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

For the fiscal year ended December 31, 2004

or

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

Commission file number 1-5989

ANIXTER INTERNATIONAL INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

94-1658138
(I.R.S. Employer
Identification No.)

2301 Patriot Blvd.
Glenview, IL 60026
(224) 521-8000

(Address and telephone number of principal executive offices in its charter)

Securities registered pursuant to Section 12 (b) of the Act:

| <u>Title of each class</u> <u>On which registered</u> | <u>Name of each exchange</u> |
|--|-------------------------------------|
| Common stock, \$1 par value | New York Stock Exchange |
| Convertible notes due 2020 | New York Stock Exchange |

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

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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 Regulations 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. Yes No

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 shares of Registrant's Common Stock, \$1 par value, held by nonaffiliates of Registrant was approximately \$1,240,228,688 as of July 2, 2004.

At February 17, 2005, 37,517,110 shares of Registrant's Common Stock, \$1 par value, were outstanding.

Documents incorporated by reference:

Certain portions of the Registrant's Proxy Statement for the 2005 Annual Meeting of Stockholders of Anixter International Inc. are incorporated by reference into Part III.

EXPLANATORY NOTE

This amendment to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004 is being filed to refile the certifications of Robert W. Grubbs, President and Chief Executive Officer, and Dennis J. Letham, Senior Vice President Finance and Chief Financial Officer, required under Section 302 of the Sarbanes-Oxley Act of 2002. Certain language was inadvertently omitted in the original filing. The revised certifications are filed as Exhibits 31.1 and 31.2, respectively.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENTS SCHEDULES.

(a)(3) Exhibit List.

**Exhibit
No.**

Description of Exhibit

(31) Rule 13a 14(a)/15d 14(a) Certifications.

31.1 Robert W. Grubbs, President and Chief Executive Officer, Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Dennis J. Letham, Senior Vice President-Finance and Chief Financial Officer, Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused Amendment No. 1 to this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Anixter International Inc.
(Registrant)

By: /s/ Dennis J. Letham
Dennis J. Letham
*Senior Vice President - Finance
and Chief Financial Officer*