

BARNES GROUP INC  
Form 10-K/A  
March 06, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-K/A**  
**Amendment No. 1**

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

For the fiscal year ended December 31, 2005

.. **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 1-4801

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**BARNES GROUP INC.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State of incorporation)

123 Main Street, Bristol, Connecticut

06-0247840  
(I.R.S. Employer Identification No.)

06011-0489

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(Address of Principal Executive Office)

(860) 583-7070

(Zip Code)

Registrant's telephone number, including area code

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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 |
|---------------------------------|---|
| Common Stock, \$0.01 Par Value  | New York Stock Exchange                   |
| Preferred Stock Purchase Rights | New York Stock Exchange                   |

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

None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file report pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

The aggregate market value of the voting stock (Common Stock) held by non-affiliates of the registrant as of the close of business on June 30, 2005 was approximately \$723,512,543, based on the closing price of the Common Stock on the New York Stock Exchange on that date. The registrant does not have any non-voting common equity.

The registrant had outstanding 24,157,167 shares of common stock as of February 21, 2006.

**Documents Incorporated by Reference**

Portions of the registrant's definitive proxy statement to be delivered to stockholders in connection with the Annual Meeting of Stockholders to be held April 20, 2006 are incorporated by reference into Part III.

**EXPLANATORY NOTE**

The purpose of this Form 10-K/A No. 1 is solely to amend Part III, Item 13 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2005, which was filed with the Securities and Exchange Commission (the Commission) on February 27, 2006 (the 2005 Form 10-K), in order to include inadvertently omitted language incorporating disclosure to appear in the Company proxy statement for the Annual Meeting of Stockholders to be held April 20, 2006. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act), new certifications by our principal executive officer and principal financial officer are being filed as exhibits to this Form 10-K/A No. 1.

For purposes of this Form 10-K/A No. 1, and in accordance with Rule 12b-15 under the Exchange Act, Item 13 has been amended and restated in its entirety. No attempt has been made in this Form 10-K/A No. 1 to modify or update other disclosures as presented in the original 2005 Form 10-K.

**Item 13. Certain Relationships and Related Transactions**

Item 13 of the 2005 Form 10-K is hereby amended and restated to read in its entirety as follows:

The information set forth in the Proxy Statement under Certain Relationships is incorporated herein by reference.

**SIGNATURES**

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

March 6, 2006

BARNES GROUP INC.

By: /s/ WILLIAM C. DENNINGER  
Name: **William C. Denninger**  
Title: **Senior Vice President, Finance, and**

**Chief Operating Officer**

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   | <b>Reference</b>            |
|--------------------|--|-----------------------------|
| 31.1               | Certificate pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   | Filed with this report.     |
| 31.2               | Certificate pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   | Filed with this report.     |
| 32                 | Certificate pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | Furnished with this report. |