

STANDEX INTERNATIONAL CORP/DE/
Form 10-K/A
September 04, 2012

**UNITED STATES
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 June 30, 2012

Commission File Number 1-7233

STANDEX INTERNATIONAL CORPORATION
(Exact name of registrant as specified in its Charter)

DELAWARE
(State of incorporation)

31-0596149
(I.R.S. Employer Identification No.)

11 KEEWAYDIN DRIVE, SALEM, NEW HAMPSHIRE
(Address of principal executive offices)

03079
(Zip Code)

(603) 893-9701
(Registrant's telephone number, including area code)

**SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE
SECURITIES EXCHANGE ACT OF 1934:**

Title of Each Class

Name of Each Exchange on Which
Registered

Common Stock, Par Value \$1.50 Per
Share

New York Stock Exchange

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES [] NO [X]

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

YES [] NO [X]

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 []

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES [X] 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, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ___

Accelerated filer X

Non-accelerated filer ___

Smaller Reporting Company ___

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES [] NO [X]

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant at the close of business on December 31, 2011 was approximately \$423,000,000. Registrant's closing price as reported on the New York Stock Exchange for December 31, 2011 was \$34.17 per share.

The number of shares of Registrant's Common Stock outstanding on August 24, 2012 was 12,614,552

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the Registrant's 2012 Annual Meeting of Stockholders (the "Proxy Statement") are incorporated by reference into Part III of this report.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to Standex International Corporation's Annual Report on Form 10-K for the fiscal year ended June 30, 2012 (the "Form 10-K"), filed with the Securities and Exchange Commission on August 29, 2012 is to furnish the interactive data file formatted in XBRL (Extensible Business Reporting Language) as Exhibit 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T.

No changes have been made to the Form 10-K other than those described above. This Form 10-K/A speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date of the Form 10-K and does not modify or update in any way disclosures made in the Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Standex International Corporation has duly caused this Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

STANDEX INTERNATIONAL CORPORATION

(Registrant)

Dated: September 4, 2012

/s/ THOMAS D. DeBYLE

Thomas D. DeByle

Vice President/Chief Financial Officer

Exhibit

by Reference

Filed

Number

Exhibit Description

Form

Date

Herewith

(b)

3.

(i)

Restated Certificate of Incorporation of Standex,

10-Q

12/31/1998

dated October 27, 1998 filed as Exhibit 3(i).

(ii)

By-Laws of Standex, as amended, and restated on

8-K

10/30/2008

October 28, 2008 filed as Item 5.03, Exhibit 3.(b)

4.

(a)

Agreement of the Company, dated September 15, 1981,

10-K

6/30/1981

to furnish a copy of any instrument with respect to
certain other long-term debt to the Securities and
Exchange Commission upon its request filed as
Exhibit 4.

10.

(a)

Amended and Restated Employment Agreement

10-K

6/30/2010

dated August 25, 2010 between the Company
and Roger L. Fix*

(b)

Amended and Restated Employment Agreement

10-K

6/30/2010

dated August 25, 2010 between the Company
and John Abbott*

(c)

Amended and Restated Employment Agreement

10-K

6/30/2010

dated August 25, 2010 between the Company

and Thomas D. DeByle*

(d)

Amended and Restated Employment Agreement

10-K

6/30/2010

dated August 25, 2010 between the Company

and Deborah A. Rosen*

(e)

Amended and Restated Employment Agreement

10-K

6/30/2010

dated August 25, 2010 between the Company

and James L. Mettling*

(f)

Standex International Corporation Amended and

And Restated 2008 Long Term Incentive Plan,

effective October 28, 2008. Filed as Exhibit 10.* **

(g)

Standex International Corporation Executive

10-Q

3/31/2001

Security Program, as amended and restated on

January 31, 2001 filed as Exhibit 10(a).*

(h)

Standex International Corporation Executive Life

10-K

6/30/2001

Insurance Plan effective April 27, 1994 and as

Amended and restated on April 25, 2001 filed

as Exhibit 10(k).*

(i)

Standex International Corporation Supplemental

10-K

6/30/1995

Retirement Plan adopted April 26, 1995 and

Amended on July 26, 1995 filed as Exhibit 10(n).*

(j)

Standex International Corporation Key Employee

10-K

6/30/2003

Share Option Plan dated June 27, 2002 filed

as Exhibit 10(p).*

(k)

Form of Indemnification Agreement for directors

8-K

5/5/2008

and executive officers of the Company filed as

Item 1.01, Exhibit 10.*

(l)

Executive Officer long-term performance share

8-K

8/28/2008

Unit awards filed as Item 5.02.*

(m)

Standex Deferred Compensation Plan for highly

8-K

1/31/2008

compensated employees filed as Item 5.02.*

(n)

Restricted stock Unit Award granted to Roger L.

8-K

1/27/2006

Fix dated January 25, 2006 filed as Item 1.01.*

(o)

Credit Agreement dated January 5, 2012

8-K

1/05/2012

between the Company and RBS Citizens, N.A.,

Bank of America, N.A., Sovereign Bank,

T. D. Bank, N.A. and the lenders named in the
Credit Agreement as Lenders filed as Exhibit 10.

(p)

Amendment to Directors Compensation Program

8-K

11/2/2006

for members of the Board of Directors of the

Company filed as Item 1.01.*

(q)

Purchase and Sale Agreement dated February 22,

10-Q

3/31/2012

2012 among the Company, Standex Air Distribution,

Products, Inc., Snappy Air Distribution Products, Inc.

as Sellers and BW HVAC Operations, LLC and

BW HVAC Real Estate Holdings, LLC as Buyers

(r)

Code of Ethics for chief Executive Officer and

10-K

6/30/2005

Senior Financial Officers is incorporated by

reference as Exhibit 14.

21.

Subsidiaries of Standex International Corporation**

23.

Consent of Independent Registered Public

Accounting Firm**

24.

Powers of Attorney of Charles H. Cannon, Thomas E.

Chorman, William R. Fenoglio, Gerald H. Fickenscher,

Daniel B. Hogan, H. Nicholas Muller, III, Ph. D.,

and Edward J. Trainor **

31.1

Rule 13a-14(a) Certification of President and

Chief Executive Officer **

31.2

Rule 13a-14(a) Certification of Vice President and

Chief Financial Officer **

32.

Section 1350 Certification **

101.INS

XBRL Instance Document

X

101.SCH

XBRL Taxonomy Extension Schema Document

X

101.CAL

XBRL Taxonomy Extension Calculation Linkbase Document

X

101.DEF

XBRL Taxonomy Extension Definition Linkbase Document

X

101.LAB

XBRL Taxonomy Extension Label Linkbase Document

X

101.PRE

XBRL Taxonomy Extension Presentation Linkbase Document

X

*

Management contract or compensatory plan or arrangement.

**

Previously filed with the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Securities and Exchange Commission on August 29, 2012.