

Edgar Filing: SANDERSON FARMS INC - Form 10-Q/A

SANDERSON FARMS INC  
Form 10-Q/A  
February 05, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549

FORM 10-Q/A  
(Amendment No. 2)

(MARK ONE)

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

For the quarterly period ended July 31, 2002

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 0-16567

Sanderson Farms, Inc.  
(Exact name of registrant as specified in its charter)

Mississippi	64-0615843
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

225 North Thirteenth Avenue Laurel, Mississippi	39440
(Address of principal executive offices)	(Zip Code)

[GRAPHIC OMITTED]

(601) 649-4030  
(Registrant's telephone number, including area code)

[GRAPHIC OMITTED]

Not Applicable  
(Former name, former address and former fiscal year, if changed since last  
report.)

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 periods that the  
registrant was required to file such reports), and (2) has been subject to such  
filing requirement for the past 90 days.

Yes X No \_\_\_\_\_

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS  
DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and  
reports required to be filed by Sections 12, 13 or 15(d) of the Securities  
Exchange Act of 1934 subsequent to the distribution of securities under a plan  
confirmed by a court.

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Yes \_\_\_\_\_ No \_\_\_\_\_

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. Common Stock, \$1 Per Share Par Value-----13,150,276 shares outstanding as of July 31, 2002.

Explanatory Note

The registrant is filing Amendment No. 2 to its Quarterly Report on Form 10-Q for the quarterly period ended July 31, 2002 in order to include the certifications required by SEC Rules 12b-15 and 13a-14 under the Securities Exchange Act of 1934. Such certifications are required because Amendment No. 1 to the registrant's Form 10-Q for that period was filed after August 29, 2002, the effective date of Rule 13a-14. Amendment No. 1 is reproduced in its entirety below.

Item 6. Exhibits and Reports on Form 8-K

(a) The following exhibits are filed with this report.

Exhibit 3.1 Articles of Incorporation of the registrant dated October 19, 1978. (Incorporated by reference to Exhibit 4.1 filed with the registration statement on Form S-8 filed by the registrant on July 15, 2002, registration no. 333-92412.)

Exhibit 3.2 Articles of Amendment, dated March 23, 1987, to the Articles of Incorporation of the registrant. (Incorporated by reference to Exhibit 4.2 filed with the registration statement on Form S-8 filed by the registrant on July 15, 2002, registration no. 333-92412.)

Exhibit 3.3 Articles of Amendment, dated April 21, 1989, to the Articles of Incorporation of the registrant. (Incorporated by reference to Exhibit 4.3 filed with the registration statement on Form S-8 filed by the registrant on July 15, 2002, registration no. 333-92412.)

Exhibit 3.4 Certificate of Designations of Series A Junior Participating Preferred Stock of the registrant dated April 21, 1989. (Incorporated by reference to Exhibit 4.4 filed with the registration statement on Form S-8 filed by the registrant on July 15, 2002, registration no. 333-92412.)

Exhibit 3.5 Article of Amendment, dated February 20, 1992, to the Articles of Incorporation of the registrant. (Incorporated by reference to Exhibit 4.5 filed with the registration statement on Form S-8 filed by the registrant on July 15, 2002, registration no. 333-92412.)

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Exhibit 3.6 Article of Amendment, dated February 27, 1997, to the Articles of Incorporation of the registrant. (Incorporated by reference to Exhibit 4.6 filed with the registration statement on Form S-8 filed by the registrant on July 15, 2002, registration no. 333-92412.)

Exhibit 3.7 By-Laws of the registrant, amended and restated as of July 27, 2000. (Incorporated by reference to Exhibit 4.7 filed with the registration statement on Form S-8 filed by the registrant on July 15, 2002, registration no. 333-92412.)

Exhibit 15a\* Independent Accountants' Review Report

Exhibit 15b\* Accountants' Letter re: Unaudited Financial Information.

Exhibit 10-E-10\* Agreement between Sanderson Farms, Inc. (McComb Production Division) and United Food and Commercial Workers, Local 1529, AFL-CIO affiliated with United Food and Commercial Workers International Union, AFL-CIO

Exhibit 10.1 Seventh Amendment to Credit Agreement, dated as of July 29, 2002, by and among the registrant; Harris Trust and Savings Bank, individually and as Agent; SunTrust Bank; AmSouth Bank; and Trustmark National Bank.

Exhibit 99.01\* Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 99.02\* Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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\* Filed previously as an exhibit to the registrant's Quarterly Report on Form 10-Q for the quarter ended July 31, 2002 .

(b) The Company did not file any reports on Form 8-K during the three months ended July 31, 2002.

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned duly authorized officers.

\_\_\_\_ SANDERSON FARMS, INC. \_\_\_\_  
(Registrant)

Date: February 5, 2003

By: /s/ D. Michael Cockrell  
Treasurer and Chief Financial  
Officer

Date: February 5, 2003

By: /s/ James A. Grimes  
Secretary and Principal  
Accounting Officer

CERTIFICATION

I, Joe F. Sanderson, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sanderson Farms, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.

Date: February 5, 2003

/s/Joe F. Sanderson, Jr.  
Joe F. Sanderson, Jr.  
President, Chief Executive Officer and  
Chairman of the Board (Principal  
Executive Officer)

CERTIFICATION

I, D. Michael Cockrell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sanderson Farms, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.

Date: February 5, 2003

/s/D. Michael Cockrell  
D. Michael Cockrell  
Treasurer, Chief Financial Officer

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and Director (Principal Financial  
Officer)

### INDEX TO EXHIBITS

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United Food and Commercial Workers International Union, AFL-CIO

99.01\* Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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Filed previously as an exhibit to the registrant's Quarterly Report on Form  
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