

AMERICAN VANGUARD CORP
Form 10-Q/A
February 23, 2005
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2004

**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 0-6354

AMERICAN VANGUARD CORPORATION

Delaware

95-2588080

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(State or other jurisdiction of

(I.R.S. Employer

Incorporation or organization)

Identification Number)

4695 MacArthur Court, Newport Beach, California
(Address of principal executive offices)

92660
(Zip Code)

(949) 260-1200

(Registrant's telephone number, including area code)

(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 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 whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes " 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. 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, \$.10 Par Value 8,974,697 shares outstanding as of August 9, 2004.

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EXPLANATORY NOTE

This Quarterly Report on Form 10-Q/A is filed as Amendment No. to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2004 that was originally filed on August 16, 2004 (the "Original Filing"). We are filing this Form 10-Q/A to replace Item 6 of Part II as contained herein. This report continues to speak as of the date of the Original Filing and we have not updated the disclosure in this report to speak to any later date. Any items in the Original Filing not expressly changed hereby shall be as set forth in the Original Filing. All information contained in this Amendment and the Original Filing is subject to updating and supplementing as provided in our periodic reports filed with the Securities and Exchange Commission subsequent to the date of such reports. Accordingly, this Form 10-Q/A should be read in conjunction with our subsequent filings with the Securities and Exchange Commission.

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**AMERICAN VANGUARD CORPORATION
AND SUBSIDIARIES**

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit 3.1 Amended and Restated Certificate of Incorporation of American Vanguard Corporation, filed as Exhibit 3.1 to the Company's Form 10-K for the year ended December 31, 2003, and incorporated herein by reference.

Exhibit 3.2 Certificate of Amendment to Amended and Restated Certificate of Incorporation of American Vanguard Corporation (filed herewith).

Exhibit 3.3 Amended and Restated Bylaws of American Vanguard Corporation, filed as Exhibit 3.2 to the Company's Form 10-K for the year ended December 31, 2003, and incorporated herein by reference.

Exhibit 31.1 - Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002.

Exhibit 31.2 - Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002.

Exhibit 32.1 - Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K

Date of the Report: May 12, 2004

Description: On May 12, 2004 American Vanguard Corporation issued a press release announcing its earnings for the quarter ended March 31, 2004. This report on Form 8-K was furnished under Item 12.

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Date of the Report: June 24, 2004

Description: On June 24, 2004 American Vanguard Corporation issued a press release announcing that it had expanded the Company's management team with the hiring of Mark H. Blincoe as Chief Administrative Officer.

Date of the Report: July 7, 2004

Description: On July 7, 2004 American Vanguard Corporation issued a press release announcing that it was added to the Russell 3000® and Russell 2000® Indexes.

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**AMERICAN VANGUARD CORPORATION
AND SUBSIDIARIES**

SIGNATURES

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

AMERICAN VANGUARD CORPORATION

Dated: February 23, 2005

By: _____ /s/ ERIC G. WINTEMUTE

Eric G. Wintemute

President,

Chief Executive Officer and Director

Dated: February 23, 2005

By: _____ /s/ JAMES A. BARRY

James A. Barry

Senior Vice President,

Chief Financial Officer, and

Secretary/Treasurer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
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