

Edgar Filing: BADGER METER INC - Form 10-K405/A

BADGER METER INC  
Form 10-K405/A  
March 14, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A  
AMENDMENT NO. 1 TO

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2001

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 1-6706

BADGER METER, INC.  
(Exact name of registrant as specified in charter)

WISCONSIN 39-0143280  
(State of Incorporation) (I.R.S. Employer Identification No.)

4545 W. Brown Deer Road  
Milwaukee, Wisconsin 53223  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 414 - 355-0400

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

| Title of class:              | Name of each exchange on which registered: |
|------------------------------|--|
| Common Stock                 | American Stock Exchange                    |
| Common Share Purchase Rights | American Stock Exchange                    |

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

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 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.

The aggregate market value of voting stock held by non-affiliates of the registrant was \$73,922,683 as of February 28, 2002. At February 28, 2002, the registrant had 3,190,597 shares of Common Stock outstanding.

Documents Incorporated by Reference:

Parts I and II incorporate information by reference from the company's 2001 Annual Report to Shareholders.

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Part III incorporates information by reference from the definitive Proxy Statement for the Annual Meeting of Shareholders to be held on April 19, 2002 [to be filed with the Securities and Exchange Commission under Regulation 14A within 120 days after the end of the registrant's fiscal year].

### EXPLANATORY NOTE

The undersigned registrant hereby amends the cover page of its Annual Report on Form 10-K for the year ended December 31, 2001 to correct the number of shares of Common Stock outstanding as of February 28, 2002, as set forth below:

"At February 28, 2002, the registrant had 3,190,597 shares of Common Stock outstanding."

Except as noted herein, the registrant's December 31, 2001 Annual Report on Form 10-K for the year ended December 31, 2001 remains as originally filed with the Securities and Exchange Commission on March 12, 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, thereunto duly authorized.

Dated: March 13, 2002

BADGER METER, INC.  
Registrant

By: /s/ Richard E. Johnson

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Richard E. Johnson  
Vice President - Finance, Chief Financial  
Officer, and Treasurer

By: /s/ Beverly L.P. Smiley

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Beverly L.P. Smiley  
Vice President - Corporate Controller