

MTS SYSTEMS CORP
Form 10-K/A
December 30, 2011

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

FORM 10-K/A
Amendment No. 1

(Mark One)

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

For the fiscal year ended October 1, 2011

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 No. 0-2382

MTS SYSTEMS CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Minnesota	41-0908057
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

14000 Technology Drive Eden Prairie, MN	55344
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (952) 937-4000
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$.25 par value per share	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

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

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

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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 ☒

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 has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 229.405 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 ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act).

Large accelerated filer ☒ Accelerated filer ☐ 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 ☒

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: \$701,597,545.

As of November 25, 2011, the Registrant had outstanding 15,688,181 shares of Common Stock.

EXPLANATORY NOTE

We are filing this Amendment No. 1 on Form 10-K/A (this “Amendment”) to our Annual Report on Form 10-K for the fiscal year ended October 1, 2011, which was originally filed with the Securities Exchange Commission on November 30, 2011 (the “Original Annual Report”), for the sole purpose of furnishing Exhibit 101 to the Original Annual Report in accordance with Rule 405 of Regulation S-T.

Except as described above, no other changes have been made to the Original Annual Report. This Amendment speaks as of the original filing date of the Original Annual Report, does not reflect events that might have occurred subsequent to such original filing date, and does not modify or update in any way disclosures made in the Original Annual Report.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(3) Exhibit:

31.1 Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (previously filed with the Original Annual Report)

31.2 Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (previously filed with the Original Annual Report)

32.1 Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (previously filed with the Original Annual Report)

32.2 Certification of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (previously filed with the Original Annual Report)

101.INS
** XBRL Instance Document (filed herewith)

101.SCH
** XBRL Taxonomy Extension Schema Document (filed herewith).

101.CAL
** XBRL Taxonomy Extension Calculation Linkbase Document (filed herewith).

101.DEF
** XBRL Taxonomy Extension Definition Linkbase Document (filed herewith).

101.LAB
** XBRL Taxonomy Extension Label Linkbase Document (filed herewith).

101.PRE
** XBRL Taxonomy Extension Presentation Linkbase Document (filed herewith).

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XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirement of Section 13 or 15(d) 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.

MTS SYSTEMS CORPORATION

By: /s/ William V. Murray
William V. Murray
Interim Chief Executive Officer

Date: December 29, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated:

Signatures	Title	Date
/s/ WILLIAM V. MURRAY William V. Murray	Interim Chief Executive Officer and Director	December 29, 2011
/s/ SUSAN E. KNIGHT Susan E. Knight	Chief Financial Officer and Senior Vice President	December 29, 2011
/s/ DAVID J. ANDERSON David J. Anderson	Non-Executive Chair of the Board	December 29, 2011
/s/ JEAN-LOU CHAMEAU Jean-Lou Chameau	Director	December 29, 2011
/s/ BRENDAN C. HEGARTY Brendan C. Hegarty	Director	December 29, 2011
/s/ EMILY M. LIGGETT Emily M. Liggett	Director	December 29, 2011
/s/ GAIL P. STEINEL Gail P. Steinel	– Director	December 29, 2011