

Edgar Filing: ADAMS GOLF INC - Form 10-K/A

ADAMS GOLF INC  
Form 10-K/A  
April 27, 2006

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

FORM 10-K/A  
Amendment No. 2

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2005

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: 0-24583

ADAMS GOLF, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE	75-2320087
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

300 Delaware Avenue, Suite 572	
Wilmington, Delaware	19801
(Address of principal executive Offices)	(Zip Code)

(302) 427-5892  
(Registrant's telephone number, including area code)

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

Securities registered pursuant to Section 12(g) of the Act:  
Common Stock \$.001 Par Value  
Title of Class

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

☐ Yes ☒ No

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 if disclosure of delinquent filers

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pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the 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. [ X ]

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (check one)  
Large accelerated filer [    ]  
Accelerated filer [    ]  
Non-accelerated filer [ X ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  
[    ] Yes [ X ] No

The aggregate market value of the Registrant's common stock held by nonaffiliates of the Registrant at June 30, 2005 was \$19,201,210 based on the closing sales price of \$1.43 per share of the Registrant's common stock on the OTC Bulletin Board.

The number of outstanding shares of the Registrant's common stock, par value \$.001 per share, was 22,844,153 on March 15, 2006.

### EXPLANATORY NOTE

This Amendment No. 2 to the Annual Report on Form 10-K for the year ended December 31, 2005 of Adams Golf, Inc. (the "Annual Report") is filed solely for the purpose of filing a revised Exhibit 10.7 to the Annual Report. Except as described above, no other changes have been made to the Annual Report. This Amendment No. 2 to the Annual Report continues to speak as of the date of the Annual Report, and we have not updated the disclosures contained in this Amendment No. 2 to the Annual Report to reflect any events that occurred at a date subsequent to the filing of the Annual Report. The filing of this Amendment No. 2 to the Annual Report is not a representation that any statements contained in items of the Annual Report other than that information being amended are true or complete as of any date subsequent to the date of the Annual Report.

Exhibits included with this Amendment No. 2 are listed below:

Exhibit Number	Exhibit Description
10.7*	Golf Consultant Agreement - Thomas S. Watson

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\* Confidential treatment has been requested with respect to certain provisions of this agreement.

Signatures

Pursuant to the requirements 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.

ADAMS GOLF, INC.,  
a Delaware corporation

Date: April 27, 2006

By: /S/ Eric T. Logan

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Eric T. Logan  
Chief Financial Officer