

Edgar Filing: ASTRO MED INC /NEW/ - Form 8-K/A

ASTRO MED INC /NEW/  
Form 8-K/A  
June 28, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

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

DATE OF REPORT  
JUNE 28, 2005

(DATE OF EARLIEST EVENT REPORTED)  
(JUNE 9, 2005)

ASTRO-MED, INC  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

COMMISSION FILE NUMBER 0-13200

RHODE ISLAND 05-0318215  
(STATE OR OTHER JURISDICTION OF (IRS EMPLOYER IDENTIFICATION  
INCORPORATION OR ORGANIZATION) NUMBER)

600 EAST GREENWICH AVENUE, WEST WARWICK, RI 02893  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

(401-828-4000)  
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

ITEM 4.01. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT.

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On June 9, 2005, the Audit Committee of the Board of Directors of Astro-Med, Inc.(the Company) dismissed its independent accountants, Ernst & Young LLP(EY). A copy of the letter of dismissal dated June 9,2005 (the "Dismissal Letter") is attached hereto as Exhibit 16.1 and incorporated herein by reference. The Company disclosed the fact of dismissal on Form 8-K dated June 9, 2005 and filed on June 15, 2005. The Company provided EY with a copy of the Dismissal Letter together with the Dismissal Letter. EY provided a letter indicating its concurrence with disclosure of the dismissal and fifth paragraphs of Item 4.01(a) of the previously filed Form 8-K, a copy of which letter was filed on Form 8-K.

This Form 8-K/A amends that Form 8-K filing to extend the statements contained in the third and fourth paragraphs of Item 4.01(a) of Form 8-K filed on June 9, 2005 (the date of dismissal).

During the two most recent fiscal years of the Company ended January 31, 2005 and 2004, and the period from June 9, 2005(the date of dismissal), there were no disagreements between the Company and EY on any accounting principles, or practices, financial statement disclosure, or auditing scope or procedure, which disagreement, if any, and its resolution, would have caused EY to make reference to the subject matter of the disagreement in its report. There were no reportable events described under Item 304 (a) (1) (v) of Regulation S-K.

The audit reports of EY on the consolidated financial statements of the Company as of and for the periods ended January 31,2005 and 2004 did not contain any adverse opinion or disclaimers of opinion, nor were they qualified due to any material uncertainty, audit scope or accounting principles.

During the two most recent fiscal years of the Company ended January 31, 2005 and 2004 and the period from June 9, 2005 (the date of dismissal), the Company did not consult any other firms regarding any other matter described in Item 304 (a) (2) (i) and (ii) of Regulation S-K.

On June 24, 2005 the Company requested that, pursuant to Item 304(a)(3), EY furnish the Company with a letter to the Commission stating whether it agrees with the statements made by the Company herein and, if not, does not agree. A copy of such letter, dated June 24, 2005, is attached as Exhibit 16.2 hereto. A copy of the letter from EY hereto as Exhibit 16.3, indicating its concurrence with the above disclosures.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

| Exhibit No. | Exhibit   |
|-------------|---|
| 16.1        | Letter of the Company dismissing Ernst & Young LLP dated June 9, 2005                     |
| 16.2        | Letter to Ernst & Young LLP dated June 24, 2005   |
| 16.3        | Letter of Ernst & Young LLP to the Securities and Exchange Commission dated June 28, 2005 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this Form 8-K/A to be signed on their behalf by the undersigned thereunto duly authorized.

DATE: June 28, 2005

ASTRO-MED, INC.

By: s/Joseph P. O'Connell

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Joseph P. O'Connell  
Vice President, Treasurer and  
Chief Financial Officer

INDEX TO EXHIBITS

| Exhibit No. | Exhibit |
|-------------|---------|
|-------------|---------|

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- 16.1 Letter of Dismissal to Ernst & Young LLP dated June 9, 2005
- 16.2 Letter to Ernst & Young LLP dated June 24, 2005
- 16.3 Letter of Ernst & Young LLP to the Securities and Exchange  
Commission dated June 27, 2005