

Edgar Filing: STURM RUGER & CO INC - Form 10-K/A

STURM RUGER & CO INC
Form 10-K/A
July 15, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(MARK ONE)

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 0-4776

STURM, RUGER & COMPANY, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

06-0633559

(I.R.S. Employer
Identification No.)

LACEY PLACE, SOUTHPORT, CONNECTICUT
(Address of principal executive offices)

06890
(Zip Code)

(203) 259-7843

(Registrant's telephone number, including area code)

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

Title of each class	Name of each exchange on which registered
COMMON STOCK, \$1 PAR VALUE	NEW YORK STOCK EXCHANGE

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

None
(Title of Class)

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 ☐

Edgar Filing: STURM RUGER & CO INC - Form 10-K/A

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 [X].

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). YES [X] NO []

The aggregate market value of the voting stock held by nonaffiliates of the registrant as of June 30, 2002:

Common Stock, \$1 par value - \$297,346,119

The number of shares outstanding of the issuer's common stock as of July 15, 2003:

Common Stock, \$1 par value - 26,910,720 shares

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Annual Report to Stockholders for the fiscal year ended December 31, 2002 are incorporated by reference into Parts I, II and IV of this Report.

Portions of the Proxy Statement relating to the Annual Meeting of Stockholders held on May 6, 2003 are incorporated by reference into Part III of this Report.

Explanatory Note

This Amendment to the Annual Report on Form 10-K of Sturm, Ruger & Company, Inc. for the year ended December 31, 2002, as filed with the Securities and Exchange Commission on March 26, 2003, is being filed to amend Part IV, Item 15 "Exhibits, Financial Statement Schedules and Reports on Form 8-K" in order to add Exhibit 13.1.1, which sets forth the portion of the Annual Report to Stockholders of the Company that includes the Independent Auditors' Report. The portion of the Annual Report to the Stockholders that includes the Independent Auditors' Report was inadvertently omitted from Exhibit 13.1 of the Annual Report on Form 10-K.

ITEM 15 -- EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(3) Listing of Exhibits:

Exhibit 13.1.1	Page 22 of the Annual Report to Stockholders of the Company for the year ended December 31, 2002 (Independent Auditors' Report). Except for those portions of such Annual Report to Stockholders expressly incorporated by reference into the Report, such Annual Report to Stockholders is furnished solely for the information of the Securities and Exchange Commission and shall not be deemed a "filed" document.
Exhibit 23.4	Consent of Independent Auditors.
Exhibit 99.10	Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Edgar Filing: STURM RUGER & CO INC - Form 10-K/A

Exhibit 99.11

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

2

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.

STURM, RUGER & COMPANY, INC.

(Registrant)

S/LESLIE M. GASPER

Leslie M. Gasper
Corporate Secretary

July 14, 2003

Date

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 dates indicated.

S/WILLIAM B. RUGER, JR.

7/14/03

William B. Ruger, Jr.
Chairman of the Board, Chief Executive
Officer and Director
(Principal Executive Officer)

S/THOMAS A. DINEEN

Thomas A. Dineen
Treasurer and Chief Financial Officer
(Principal Financial Officer)

S/STEPHEN L. SANETTI

7/14/03

Stephen L. Sanetti
President and Chief Operating Officer,
General Counsel and Director

S/JOHN M. KINGSLEY, JR.

John M. Kingsley, Jr.
Director

S/TOWNSEND HORNOR

7/14/03

Townsend Hornor
Director

S/RICHARD T. CUNNIFF

Richard T. Cunniff
Director

S/JAMES E. SERVICE

7/14/03

S/PAUL X. KELLEY

Edgar Filing: STURM RUGER & CO INC - Form 10-K/A

James E. Service
Director

Paul X. Kelley
Director

3

CERTIFICATION

I, William B. Ruger, Jr., Chief Executive Officer of Sturm, Ruger & Company, Inc., certify that:

1. I have reviewed this amended annual report on Form 10-K/A of Sturm, Ruger & Company, Inc.;
2. Based on my knowledge, this amended annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this amended annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this amended annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this amended annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - a) Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this amended annual report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this amended annual report (the "Evaluation Date"); and
 - c) Presented in this amended annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have

Edgar Filing: STURM RUGER & CO INC - Form 10-K/A

identified for the registrant's auditors any material weaknesses in internal controls; and

- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

4

- 6. The registrant's other certifying officer and I have indicated in this amended annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

S/WILLIAM B. RUGER, JR.

William B. Ruger, Jr.
Chief Executive Officer

Date: July 14, 2003

5

CERTIFICATION

I, Thomas A. Dineen, Treasurer and Chief Financial Officer of Sturm, Ruger & Company, Inc., certify that:

- 1. I have reviewed this amended annual report on Form 10-K/A of Sturm, Ruger & Company, Inc.;
- 2. Based on my knowledge, this amended annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this amended annual report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this amended annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this amended annual report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - a) Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities,

Edgar Filing: STURM RUGER & CO INC - Form 10-K/A

particularly during the period in which this amended annual report is being prepared;

- b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this amended annual report (the "Evaluation Date"); and
- c) Presented in this amended annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

6

- a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this amended annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

S/THOMAS A. DINEEN

Thomas A. Dineen
Treasurer and Chief Financial Officer

Date: July 14, 2003

7

EXHIBIT INDEX

Edgar Filing: STURM RUGER & CO INC - Form 10-K/A

Exhibit 13.1.1	Page 22 of the Annual Report to Stockholders of the Company for the year ended December 31, 2002 (Independent Auditors' Report). Except for those portions of such Annual Report to Stockholders expressly incorporated by reference into the Report, such Annual Report to Stockholders is furnished solely for the information of the Securities and Exchange Commission and shall not be deemed a "filed" document.
Exhibit 23.4	Consent of Independent Auditors.
Exhibit 99.10	Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 99.11	Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.