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THOR INDUSTRIES INC
Form 10-K/A
November 14, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 10-K/A
AMENDMENT NO. 1

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

FOR THE FISCAL YEAR ENDED JULY 31, 2003

Commission File Number 1-9235

THOR INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

93-0768752

(state or other jurisdiction of
incorporation or organization)

(I.R.S. Employer identification Number)

419 W. Pike Street, Jackson Center, Ohio

45334-0629

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (937) 596-6849

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

Title of each class:

Name of each exchange on which registered:

Common Stock (par value \$.10 per share)

New York 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 (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to the filing requirements for the past 90 days.

Yes X No

Indicate by check mark if disclosure of delinquent files 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.

Yes X No

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Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 126-2 of the act).

Yes X No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of January 31, 2003 was \$370,934,493, based on the closing price of the registrant's common shares on January 31, 2003, the last business day of the registrant's most recently completed second fiscal quarter. Solely for the purpose

of this calculation and for no other purpose, the non-affiliates of the registrant are assumed to be all shareholders of the registrant other than (i) directors of the registrant (ii) executive officers of the registrant who are identified as "named executive officers" pursuant to Item 11 of the registrant's Form 10-K and (iii) any shareholder that beneficially owns 10% or more of the registrant's common shares. Such exclusion is not intended, nor shall it be deemed, to be an admission that such persons are affiliates of the registrant. The number of common shares of registrant's stock outstanding as of October 14, 2003 was 28,621,296.

Documents incorporated by reference:

Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held on December 9, 2003 are incorporated by reference in Part III of this Annual Report on form 10-K.

This Amendment No. 1 on Form 10-K/A is being filed by the registrant to amend the registrant's Annual Report on Form 10-K dated October 24, 2003, filed with the Securities and Exchange Commission on October 29, 2003 (the "Initial Report") solely to (i) correct a typographical error regarding the number of record holders of the Registrant's common stock in Item 5(b) of the Initial Report and (ii) file as an exhibit the Thor Industries, Inc. Business Ethics Policy, which was inadvertently not filed with the Initial Report. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, the complete text of Items 5 and 15(a)(3), as amended, is set forth below.

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

(a) MARKET INFORMATION

The Company's Common Stock is traded on the New York Stock Exchange. Set forth below is the range of high and low prices for the common stock for each quarter during the Company's two most recent fiscal years, as quoted in the New York Stock Exchange Monthly Market Statistics and Trading Reports. High and low stock prices were adjusted for the two-for-one stock split in July 2002.

| Fiscal 2003 | | Fiscal 2002 | |
|-------------|-------|-------------|-------|
| High | Low | High | Low |
| ----- | ----- | ----- | ----- |

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| | | | | |
|---------------------|---------|---------|---------|---------|
| First Quarter..... | \$37.18 | \$27.45 | \$17.86 | \$10.74 |
| Second Quarter..... | 42.78 | 26.30 | 24.25 | 16.62 |
| Third Quarter..... | 32.29 | 21.45 | 31.00 | 21.04 |
| Fourth Quarter..... | 45.85 | 31.00 | 36.80 | 24.60 |

(b) HOLDERS

As of October 14, 2003, the number of holders of record of the Company's common stock was 191.

(c) DIVIDENDS

We paid quarterly dividends of \$.01 per share in each of the first three quarters of fiscal 2003 and \$.02 per share in the fourth quarter of fiscal 2003 and \$.01 per share in all four quarters of fiscal 2002. Any payment of cash dividends in the future will be at the discretion of our board of directors and will depend upon our financial condition, capital requirements, earnings and any other factors which the board of directors may deem relevant.

(d) EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as of July 31, 2003 about the Company's Common Stock that may be issued upon the exercise of options, warrants and rights granted to employees or members of the Board of Directors under all the Company's existing equity compensation plans, including the 1999 Stock Option Plan and the Thor Industries, Inc. Restricted Stock Plan.

| Plan category | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number remaini future equity o (exclu reflecte |
|--|---|--|---|
| ----- | (a) | (b) | ----- |
| Equity compensation plans approved by security holders..... | 329,357 | \$ 18.51 | |
| Equity compensation plans not approved by security holders..... | 0 | NA | |
| Total..... | 329,357 | \$ 18.51 | |

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

(a) (3) EXHIBITS

| EXHIBIT | DESCRIPTION |
|---------|-------------|
|---------|-------------|

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- 3.1 Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3(a) of the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2001)*
 - 3.2 By-laws (incorporated by reference to Exhibit 3(b) of the Registration Statement No. 33-13827)*
 - 4.1 Form of Common Stock Certificate. (incorporated by reference to Exhibit 4(a) of the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 1987)*
 - 10.1 Thor Industries, Inc. 1999 Stock Option Plan (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-8 dated November 5, 1999)*
 - 10.2 Thor Industries, Inc. Restricted Stock Plan (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-8 dated December 3, 1997)*
 - 10.3 Thor Industries, Inc. Select Executive Incentive Plan (incorporated by reference to Exhibit 10(c) of the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2000)*
 - 14.1 Thor Industries, Inc. Business Ethics Policy**
 - 21.1 Subsidiaries of the Company**
 - 31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**
 - 31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**
 - 32.1 Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002***
 - 32.2 Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002***

* Incorporated by reference

** Filed herewith

*** Furnished herewith

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.

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THOR INDUSTRIES, INC.

/s/ Wade F. B. Thompson

Wade F. B. Thompson
Chairman, President, and Chief Executive Officer

Dated: November 14, 2003

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/ Peter B. Orthwein

Peter B. Orthwein
Vice Chairman, Treasurer
(Director)

Dated: November 14, 2003

/s/ Walter L. Bennett

Walter L. Bennett
Chief Financial Officer
(Principal Financial Officer &
Principal Accounting Officer)

Dated: November 14, 2003

/s/ Wade F. B. Thompson

Wade F. B. Thompson
Chairman, President, and Chief Executive
Officer (Principal Executive Officer
and Director)

Dated: November 14, 2003

/s/ Alan Siegel

Alan Siegel
Director

Dated: November 14, 2003

/s/ William C. Tomson

William C. Tomson
Director

Dated: November 14, 2003

/s/ Neil D. Chrisman

Neil D. Chrisman
Director

Dated: November 14, 2003

/s/ Jan H. Suwinski

Jan H. Suwinski
Director

Dated: November 14, 2003