

CAVCO INDUSTRIES INC  
Form 10-K/A  
April 28, 2010

UNITED STATES SECURITIES & 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 March 31, 2009

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 000-08822  
Cavco Industries, Inc.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or  
Organization)

56-2405642  
(I.R.S. Employer  
Identification No.)

1001 North Central Avenue, Suite 800  
Phoenix, Arizona  
(Address of Principal Executive Offices)

85004  
(Zip Code)

602-256-6263  
(Registrant's telephone  
number,  
including area code)

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

Title of each class  
Common Stock, par value \$0.01

Name on each Exchange on which registered  
The NASDAQ Stock Market, LLC

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 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 ☐

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Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 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 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 small reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐  
(Do not check if a 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 ☒

The aggregate market value of voting and non-voting common equity held by non-affiliates as of September 30, 2008 (based on the closing price on the NASDAQ Stock Market, LLC on September 30, 2008) was \$22,583,000. Shares of Common Stock held by each officer, director and holder of 5% or more of the outstanding Common Stock have been excluded in that such persons may be deemed affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of May 8, 2009, 6,506,843 shares of Registrant's Common Stock, \$.01 par value, were outstanding.

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EXPLANATORY NOTE

Cavco Industries, Inc. (the “Company”) is filing this Amendment No. 1 to the Annual Report on Form 10-K (this “Form 10-K/A1”) for the fiscal year ended March 31, 2009, which was originally filed with the Securities and Exchange Commission on May 21, 2009, for the sole purpose of correcting the Consent of Independent Registered Public Accounting Firm. The consent provided to the Company by the independent auditors was correctly dated May 18, 2009. However, because of a typographical error, the consent included in the filing was inadvertently dated May 18, 2008. The correctly dated consent is filed herewith as Exhibit 23.

Except for the amendment described above, this Form 10-K/A1 does not revise, update, or in any way affect any information or disclosure contained in the 2009 Form 10-K and we have not updated the disclosures contained herein to reflect events that occurred at a later date.

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report:

(2) Exhibits

Exhibit Number	Exhibit Description
23*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
31.1*	Certificate of Joseph H. Stegmayer, Chief Executive Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
31.2*	Certificate of Daniel L. Urness, Chief Financial Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended

\* Filed herewith.

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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.

CAVCO INDUSTRIES, INC.

Date: April 27, 2010

/s/ Joseph H. Stegmayer  
Joseph H. Stegmayer – Chairman,  
President and Chief Executive Officer  
(Principal Executive Officer)

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.

Signature	Title	Date
/s/ Joseph H. Stegmayer	Chairman, President and Chief Executive Officer (Principal Executive Officer)	April 27, 2010
/s/ Daniel L. Urness	Vice President, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)	April 27, 2010
/s/ William C. Boor	Director	April 27, 2010
/s/ Steven G. Bungler	Director	April 27, 2010
/s/ David A. Greenblatt	Director	April 27, 2010
/s/ Jack Hanna	Director	April 27, 2010

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