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CHAMPION ENTERPRISES INC
Form 424B3
January 02, 2002

Filed pursuant to Rule 424(b)(3)
File # 333-64982

SECOND PROSPECTUS SUPPLEMENT DATED JANUARY 2, 2002

TO

PROSPECTUS DATED JULY 19, 2001

2,425,373 SHARES

CHAMPION ENTERPRISES, INC.

COMMON STOCK
(\$1.00 PAR VALUE)

This prospectus supplement supplements the prospectus dated July 19, 2001 of Champion Enterprises, Inc. ("Champion") relating to 2,425,373 shares of common stock, \$1.00 par value per share, of Champion issuable upon conversion of Convertible Promissory Notes held by the selling shareholders. This prospectus supplement should be read in conjunction with the prospectus and is qualified by reference to the prospectus, except to the extent that the information presented in this prospectus supplement supercedes the information contained in the prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT OR THE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is January 2, 2002.

The section of the Prospectus under the heading "Selling Shareholders" is amended to read in its entirety as follows:

Certain information concerning the selling shareholders is provided below. The following table was restated in a supplement to this Prospectus dated January 2, 2002 and reflects selling shareholder information as of that date.

Name	Present Positions, Offices or Relationships with the Company and its Affiliates During the Past 3 Years	Beneficially owned as of date of this Prospectus	Offered by this Prospectus

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		(1)	(2)	(3)
John Bushman	Consultant		36,361	562,875
ICA Group, Inc.	N/A		42,885	663,869
Investment Corp. of America	N/A		16,894	261,503
Ed Lasater	President		20,421	187,127
Roger Lasater	President, Whitworth Management, Inc.		8,559	120,873
Jeff Bushman	Regional Vice President		9,621	147,006
Gary Chipman	Regional Vice President		6,792	103,174
Jim Kirk	Regional Vice President of Homes America of Arizona, Inc.		6,705	101,812
Harvey Andrews	General Manager		5,031	75,926
Brad Bushman	General Manager Wholesale Division		4,175	62,664
Sandy Tucker	General Manager		1,139	15,665
Mike McGinnis	General Manager		7,265	45,943
Ben Spector	General Manager		4,615	28,891
Gay Cleary	General Manager		5,390	2,519
Andy Lasater	Executive Vice President		3,021	24,968
Ron Borders	General Manager		626	7,734
Eddie Harrison	General Manager		1,186	12,824
* Less than 1%				

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- (1) Unless otherwise indicated, the office or position listed is with A-1 Homes Group, Inc., a wholly-owned subsidiary of Champion Enterprises, Inc.
- (2) Consists of shares of the Company's common stock beneficially owned by the selling shareholder excluding any shares to be received by the selling shareholder upon conversion into common stock of any payments due to the selling shareholder after January 2, 2002 under the Convertible Promissory Notes.
- (3) Assumes conversion into common stock of all of the payments due to the selling shareholder under the Convertible Notes at a conversion price

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of \$10.72 per share, based upon the average of the high and low reported sales price of the Company's common stock for July 10, 2001. This conversion price and, therefore, the number of shares of common stock issuable upon conversion of the payments under the Convertible Promissory Notes are subject to adjustment.

- (4) Assumes sale of all common stock issuable upon conversion of the payments due to the selling shareholder under the Convertible Promissory Notes.