

UNIVERSAL FOREST PRODUCTS INC  
Form 10-K/A  
March 06, 2009

**UNITED STATES 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 December 27, 2008.

**OR**

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

For the transition period of \_\_\_\_\_ to \_\_\_\_\_.

**Commission File No.: 0-22684**

**UNIVERSAL FOREST PRODUCTS, INC.**

(Exact name of registrant as specified in its charter)

**Michigan**

(State or other jurisdiction of incorporation or organization)

**38-1465835**

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

**2801 East Beltline, N.E., Grand Rapids, Michigan**

(Address of principal executive offices)

**49525**

(Zip Code)

Registrant's telephone number, including area code **(616) 364-6161**

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

Title Of Each Class

**None**

Name of Each Exchange on Which Registered

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

**Common Stock, no par value**

(Title of Class)

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 checkmark 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 in the past 90 days.

Yes  No

Indicate by checkmark if disclosure of delinquent filers pursuant to Items 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 checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (Check one):

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Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12-2 of the Act.)  
Yes  No

The aggregate market value of the common stock held by non-affiliates of the registrant (i.e. excluding shares held by executive officers, directors, and control persons as defined in Rule 405, 17 CFR 230.405) on June 28, 2008 was \$504,439,465 computed at the closing price of \$31.06 on that date.

As of January 31, 2009, 19,121,770 shares of the registrant's common stock, no par value, were outstanding.

Documents incorporated by reference:

(1) Certain portions of the registrant's Annual Report to Shareholders for the fiscal year ended December 27, 2008 are incorporated by reference into Part I and II of this Report.

(2) Certain portions of the registrant's Proxy Statement for its 2009 Annual Meeting of Shareholders are incorporated by reference into Part III of this Report.

Exhibit Index located on page E-1.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Annual Report on Form 10-K filed by Universal Forest Products, Inc. (the Company ) is to correct Item 12 Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters. The Annual Report on Form 10-K originally filed by the Company on February 25, 2009 (the Original Annual Report ) contained an incorrect number of securities remaining available for future issuance under equity compensation plans. The Company has made no other changes to the Original Annual Report.

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**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters.**

Information relating to security ownership of certain beneficial owners and management is incorporated by reference from our 2009 Proxy Statement under the captions "Ownership of Common Stock" and "Securities Ownership of Management."

Information relating to securities authorized for issuance under equity compensation plans as of December 27, 2008, is as follows:

	Number of shares to be issued upon exercise of outstanding options (a)	Weighted average exercise price of outstanding options (b)	Number of shares remaining available for future issuance under equity compensation plans [excluding shares reflected in column (a)] (c)
Equity compensation plans approved by security holders	600,047	\$ 22.16	1,632,247
Equity compensation plans not approved by security holders	none		

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: March 6, 2009

**UNIVERSAL FOREST PRODUCTS, INC.**

By: /s/ Michael B. Glenn  
**Michael B. Glenn, Chief Executive  
Officer**

and

/s/ Michael R. Cole  
**Michael R. Cole, Chief Financial Officer  
and Treasurer**

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on this 5th day of March, 2009, by the following persons on behalf of us and in the capacities indicated.

/s/ Peter F. Secchia

**Peter F. Secchia, Director\***

/s/ William G. Currie

**William G. Currie, Director\***

/s/ Dan M. Dutton

**Dan M. Dutton, Director\***

/s/ John M. Engler

**John M. Engler, Director\***

/s/ John W. Garside

**John W. Garside, Director\***

/s/ Michael B. Glenn

**Michael B. Glenn, Director\***

/s/ Gary F. Goode

**Gary F. Goode, Director\***

/s/ Mark A. Murray

**Mark A. Murray, Director\***

/s/ William R. Payne

**William R. Payne, Director\***

/s/ Louis A. Smith

**Louis A. Smith, Director\***

\*By: /s/ Michael R. Cole  
**Michael R. Cole,**  
**Attorney-in-Fact**

**EXHIBIT INDEX**

Exhibit #	Description
31	Certifications. <ul style="list-style-type: none"><li>(a) Certificate of the Chief Executive Officer of Universal Forest Products, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).</li><li>(b) Certificate of the Chief Financial Officer of Universal Forest Products, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).</li></ul>
32	Certifications. <ul style="list-style-type: none"><li>(a) Certificate of the Chief Executive Officer of Universal Forest Products, Inc., pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).</li><li>(b) Certificate of the Chief Financial Officer of Universal Forest Products, Inc., pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).</li></ul>

\* Indicates a compensatory arrangement.