

Edgar Filing: TECHTEAM GLOBAL INC - Form 10-Q/A

TECHTEAM GLOBAL INC
Form 10-Q/A
July 15, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q/A
(AMENDMENT NO. 1)

(MARK ONE)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2005

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

COMMISSION FILE NUMBER: 0-16284

TECHTEAM GLOBAL, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	38-2774613
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

27335 WEST 11 MILE ROAD, SOUTHFIELD, MI 48034
(Address of Principal Executive Offices) (Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE:
(248) 357-2866

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

Indicate by check mark whether the Registrant is an accelerated filer. Yes No

The number of shares of the registrant's common stock outstanding at May 6, 2005 was 9,188,653.

EXPLANATORY NOTE

TechTeam Global, Inc. (collectively with its subsidiaries, the "Company," "TechTeam," "we," "us" and "our") is filing this Amendment No. 1 to Form 10-Q/A ("Amendment No. 1") solely to amend its disclosures in Item 4 of Part I contained in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 (the "Form 10-Q"), which was originally filed with the Securities and Exchange Commission (the "SEC") on May 11, 2005. The purpose of this Amendment No. 1 is to address comments that TechTeam received from the Staff of the Division of Corporation Finance of the SEC.

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Pursuant to Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, this Amendment No. 1 contains the complete text of Item 4 of Part I, as amended, and new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. The representations contained in the new certifications continue to relate solely to our quarter ended March 31, 2005. This Amendment No. 1 contains only the sections and exhibits to the Form 10-Q, which are being amended and restated. The sections of and exhibits to the Form 10-Q as originally filed, which are not included herein, are unchanged and continue in full force and effect as originally filed. This Amendment No. 1 speaks as of the date of the original filing of the Form 10-Q and has not been updated to reflect events occurring subsequent to the original filing date.

PART I -- FINANCIAL INFORMATION

ITEM 4 -- CONTROLS AND PROCEDURES

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

On January 3, 2005, we acquired Sytel, Inc., which expanded our internal controls over financial reporting and disclosure. As of March 31, 2005, an evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer, of the effectiveness of the design and operations of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934. Based upon that evaluation, the Company's management, including the Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer, concluded that the Company's disclosure controls and procedures were effective as of March 31, 2005.

As required by Rule 13(a)-15d under the Securities Exchange Act of 1934, the Company's management, including our Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer, also conducted an evaluation of the Company's internal control over financial reporting to determine whether any changes occurred during the quarter ended March 31, 2005 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Based on that evaluation, there has been no such change during the quarter ended March 31, 2005.

PART II -- OTHER INFORMATION

ITEM 6 -- EXHIBITS

Note: Item 6 in the Form 10-Q, as originally filed, is unchanged except for the filing of additional certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

EXHIBIT
NUMBER

EXHIBIT

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- 31.1 Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.3 Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

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

TECHTEAM GLOBAL, INC.

Date: July 15, 2005

By: /s/ William F. Coyro, Jr. -----	William F. Coyro, Jr. President, Chief Executive Officer, a Director (Principal Executive Officer)
By: /s/ David W. Morgan -----	David W. Morgan Chief Financial Officer and Treasurer (Principal Financial Officer)
By: /s/ Marc J. Lichtman -----	Marc J. Lichtman Chief Accounting Officer (Principal Accounting Officer)

EXHIBIT INDEX

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- 31.1 Certification Pursuant to Rule 13a-14(a) of the

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