

WEIS MARKETS INC
Form 10-K/A
October 07, 2008

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UNITED STATES
SECURITIES AND 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 **December 29, 2007**

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 1-5039

WEIS MARKETS, INC.

(Exact name of registrant as specified in its charter)

PENNSYLVANIA

(State or other jurisdiction of incorporation or organization)

24-0755415

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

1000 S. Second Street
P. O. Box 471

Sunbury, Pennsylvania

(Address of principal executive offices)

17801-0471

(Zip Code)

Registrant's telephone number, including area code: (570) 286-4571
www.weismarkets.com

Registrant's web address:

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

Title of each class
Common stock, no par value

Name of each exchange on which registered
New York Stock Exchange

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

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Indicate by check mark if the registrant is not required to file 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 []

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, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer []

Accelerated filer []

Non-accelerated filer []

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes [] No []

The aggregate market value of Common Stock held by non-affiliates of the Registrant is approximately \$508,010,000 as of June 30, 2007, the last business day of the most recently completed second quarter.

Shares of common stock outstanding as of March 7, 2008 - 26,967,165.

DOCUMENTS INCORPORATED BY REFERENCE: Selected portions of the Weis Markets, Inc. definitive proxy statement dated March 10, 2008 are incorporated by reference in Part III of this Form 10-K.

WEIS MARKETS, INC.

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WEIS MARKETS, INC.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A amends the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 2007, filed with the U.S. Securities and Exchange Commission on March 7, 2008. This amendment revises the Signatures to include the Principal Accounting Officer which is required by general instructions D(2)(a) and D(2)(b) of Form 10-K.

This Amendment does not affect the original financial statements or footnotes as originally filed. This amendment does not reflect events occurring after the original filing of the Form 10-K, and does not modify or update the disclosures therein in any way other than as required to reflect the amendment as described above and set forth below. Accordingly, this Form 10-K/A should be read in conjunction with the other filings made with the Securities and Exchange Commission subsequent to the filing of the original Annual Report on Form 10-K, including any amendments to those filings.

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WEIS MARKETS, INC.

PART IV

Item 15. Exhibits, Financial Statement Schedules:

<u>Exhibit No.</u>	<u>Exhibits</u>
31.1	Rule 13a-14(a) Certification - CEO, filed with this annual report on Form 10-K
31.2	Rule 13a-14(a) Certification - CFO, filed with this annual report on Form 10-K
32	Certification Pursuant to 18 U.S.C. Section 1350, filed with this annual report on Form 10-K

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WEIS MARKETS, INC.

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.

WEIS MARKETS, INC.

(Registrant)

Date 10/07/2008

/S/Norman S. Rich

Norman S. Rich
Chief Executive Officer
(principal executive officer)

Date 10/07/2008

/S/William R. Mills

William R. Mills
Senior Vice President, Treasurer
and Chief Financial Officer
(principal financial officer)

Date 10/07/2008

/S/Scott F. Frost

Scott F Frost
Controller and Assistant Treasurer
(principal accounting 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.

Date 10/07/2008

/S/Robert F. Weis

Robert F. Weis
Chairman of the Board of Directors

Date 10/07/2008

/S/Jonathan H. Weis

Jonathan H. Weis
Vice Chairman and Secretary
and Director

Date 10/07/2008

/S/Norman S. Rich

Norman S. Rich
Chief Executive Officer
and Director

Date 10/07/2008

/S/William R. Mills

William R. Mills
Senior Vice President, Treasurer
and Chief Financial Officer

Not applicable.

(a)

.. Broker
or dealer
registered
under
section
15 of the
Act (15
U.S.C.
78o).

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- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) .. An investment adviser in accordance with §13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G).
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) .. Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- x **If this statement is filed pursuant to §240.13d-1(c), check this box.**

Item 4. Ownership.

Item 4 (a). Amount beneficially owned

As of the close of business on February 14, 2007, the Brookside Fund owned 1,072,427 Ordinary Shares. As of the close of business on February 22, 2007, the Brookside Fund owned 1,109,048 Ordinary Shares. The Brookside Fund acts by and through its general partner, Brookside Investors. Brookside Investors acts by and through its general partner, Brookside Management. Mr. Domenic J. Ferrante is the managing member of Brookside Management and thus is the controlling person of Brookside Management. No person other than the respective owner referred to herein of the Ordinary Shares is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of such Ordinary Shares.

Item 4 (b). Percent of class

As of the close of business on February 14, 2007, the Brookside Fund was the beneficial owner of 5.1% of the Ordinary Shares of the Company. As of the close of business on February 22, 2007 the Brookside Fund owned 5.3% of the Ordinary Shares of the Company. The aggregate percentage of Ordinary Shares reported owned by the Brookside Fund is based upon 20,985,811 Ordinary Shares outstanding, which is the total number of Ordinary Shares outstanding as of January 17, 2007, based on representations made in the Company's Form 6-K filed January 29, 2007 with the Securities and Exchange Commission.

Item 4 (c). Number of shares as to which the person has

- (i) sole power to vote or to direct the vote:

1,072,427 Shares as of February 14, 2007

1,109,048 Shares as of February 22, 2007

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

1,072,427 as of February 14, 2007

1,109,048 as of February 22, 2007

(iv) shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. **Certification**

By signing below, the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Dated: February 23, 2007

BROOKSIDE CAPITAL PARTNERS FUND, L.P.

By: /s/ Domenic J. Ferrante

Name: Domenic J. Ferrante

Title: Managing Director