

Optex Systems Holdings Inc  
Form 10-K/A  
March 27, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**AMENDMENT NO. 1 TO FORM 10-K**

**x ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended October 2, 2011**

**“ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_ until \_\_\_**

**Commission File Number 000-22573**

**OPTEX SYSTEMS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation organization)

33-143215  
(I.R.S. Employer  
Identification No.)

1420 Presidential Drive  
Richardson, TX

75081-2439

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (972) 644-0722

Securities Registered under Section 12(b) of the Act

**None**

Securities Registered under Section 12(g) of the Act

**Common Stock, par value \$.001 per share**

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 issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 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 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 smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

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 12b-2 of the Exchange Act).

Yes  No

The aggregate market value of the 26,111,658 shares of voting stock held by non-affiliates of the registrant based on the closing price on the Over the Counter Bulletin Board on December 20, 2011 was \$52,223.

Indicate the number of shares outstanding of each of the registrant’s classes of common stock, as of the latest practicable date.

	Shares Outstanding
Title of Class	March 26, 2012
Common Stock	139,444,940

**DOCUMENTS INCORPORATED BY REFERENCE**

None.

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EXPLANATORY NOTE: This Amendment No. 1 to Form 10-K is filed to attach a revised redacted version of Exhibit 10.34 originally attached to the Form 10-K for the fiscal year ended October 2, 2011, in connection with the issuer’s ongoing application for confidential treatment of certain terms of Exhibit 10.34.

