

ARTS WAY MANUFACTURING CO INC

Form 10-K/A

April 16, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

ý ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934.

For the fiscal year ended November 30, 2011

£ 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 000-5131

ART'S-WAY MANUFACTURING CO., INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

42-0920725
(I.R.S. Employer Identification No.)

5556 Highway 9
Armstrong, Iowa 50514
(Address of principal executive offices)

(712) 864-3131
(Registrant's telephone number, including area code)

Securities registered under Section 12(b) of the Act:

Common stock \$.01 par value
(Title of each class)

NASDAQ Capital Market
(Name of each exchange on which
registered)

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 ý 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 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 has submitted electronically and posted on its corporate Website, 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 (§ 229.405 of this chapter) 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 Act). Yes ☐ No ☐

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. \$14,159,558

As of February 9, 2012, there were 4,028,852 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Definitive Proxy Statement for the registrant's 2012 Annual Meeting of Stockholders to be filed within 120 days of November 30, 2011, are incorporated by reference into Part III of the Form 10-K to which this Amendment No. 1 relates.

Transitional Small Business Disclosure Format (Check one): ☒ Yes ☐ No

EXPLANATORY NOTE

Art's-Way Manufacturing Co., Inc. (the "Company") is filing this Amendment No. 1 (the "Amendment") to its Annual Report on Form 10-K for the year ended November 30, 2011, which was originally filed with the Securities and Exchange Commission (the "Commission") on February 24, 2012 (the "Original Filing"), for the purpose of including Exhibit 23.1 to the Original Filing (the "Exhibit"), which was inadvertently omitted.

Additionally, this Amendment serves to strike Exhibit 10.14 from the exhibit list to the original filing. Exhibit 10.14 is now attached as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 29, 2012.

Except as described above, no other changes have been made to the Original Filing. The Original Filing continues to speak of the dates described in the Original Filing, and the Company has not updated the disclosures contained therein to reflect any events that occurred subsequent to such dates. Accordingly, this Amendment should be read in conjunction with the Company's filings made with the Commission subsequent to the filing of the Original Filing, as information in such filings may update or supersede certain information contained in this Amendment.

Art's-Way Manufacturing Co., Inc.
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PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) Documents filed as part of this report.

Exhibits. See “Exhibit Index to Form 10-K/A” immediately following the signature page of this Form 10-K/A

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.

ART'S-WAY MANUFACTURING CO., INC.

Date: April 16, 2012 /s/ Carrie L. Majeski
Carrie L. Majeski
President and Chief Executive Officer

Date: April 16, 2012 /s/ Jason D. Feucht
Jason D. Feucht
Chief Financial 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: April 16, 2012 /s/ Carrie L. Majeski
Carrie L. Majeski
President and Chief Executive Officer

Date: April 16, 2012 /s/ Jason D. Feucht
Jason D. Feucht, Chief Financial Officer

Date: April 16, 2012 *
J. Ward McConnell, Jr., Chairman,
Director

Date: April 16, 2012 *
David R. Castle, Director

Date: April 16, 2012 *
Fred W. Krahmer, Director

Date: April 16, 2012 *
James E. Lynch, Director

Date: April 16, 2012 *
Douglas R. McClellan, Director

Date: April 16, 2012 *
Marc H. McConnell, Vice Chairman,
Director

Date: April 16, 2012 *
Thomas E. Buffamante, Director

Date: April 16, 2012

* /s/ Carrie L. Majeski
Carrie L. Majeski, as attorney-in-fact

Exhibit Index
Art's-Way Manufacturing Co., Inc.
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For Fiscal Year Ended November 30, 2011

Exhibit

No.	Description
23.1	Consent of Independent Registered Public Accounting Firm – filed herewith
31.1	Certificate pursuant to 17 CFR 240 13(a)-14(a) – filed herewith
31.2	Certificate pursuant to 17 CFR 240 13(a)-14(a) – filed herewith