

ALAMO GROUP INC  
Form 10-K/A  
April 07, 2010

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

**Form 10-K/A**

**Amendment No. 1**

|                                     |                                                                                             |
|-------------------------------------|---------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> | ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)<br>OF THE SECURITIES EXCHANGE ACT OF 1934     |
|                                     | For the fiscal year ended December 31, 2009                                                 |
| <input type="checkbox"/>            | TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)<br>OF THE SECURITIES EXCHANGE ACT OF 1934 |

|                                                                   |                                            |
|-------------------------------------------------------------------|--------------------------------------------|
| Commission file number 0-21220                                    |                                            |
| <b>ALAMO GROUP INC.</b>                                           |                                            |
| (Exact name of registrant as specified in its charter)            |                                            |
| DELAWARE                                                          | 74-1621248                                 |
| (State or other jurisdiction of<br>incorporation or organization) | (I.R.S. Employer<br>Identification Number) |
| 1627 East Walnut, Seguin, Texas 78155                             |                                            |
| (Address of principal executive offices, including zip code)      |                                            |
| 830-379-1480                                                      |                                            |
| (Registrant's telephone number, including area code)              |                                            |
| SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:       |                                            |
| Title of each class                                               | Name of each exchange                      |
| Common Stock, par value                                           | on which registered                        |
| \$.10 per share                                                   | New York Stock Exchange                    |

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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 ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange 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 requirement 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 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 registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition 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 voting stock (which consists solely of shares of common stock) held by non-affiliates of the registrant as of June 30, 2009 (based upon the last reported sale price of \$10.10 per share) was approximately \$66,407,460 on such date.

The number of shares of the registrant's common stock, par value \$.10 per share, outstanding as of February 26, 2010 was 11,746,929 shares.

Documents incorporated by reference: Portions of the registrant's proxy statement relating to the 2010 Annual Meeting of Stockholders to be held on May 6, 2010, have been incorporated by reference herein in response to Part III.

## Explanatory Note

We are filing this Amendment no. 1 on Form 10-K/A to our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on March 15, 2010 (the "Original 10-K"), solely for the purpose of correcting and re-filing the officer's certifications contained in Exhibits 32.1, 32.2 and 32.3 pursuant to Section 906 (the "906 Certifications") of the Sarbanes-Oxley Act of 2002 (the "Sarbanes Oxley Act"). The amended 906 Certifications as well as the certifications required by Section 302 of the Sarbanes Oxley Act are included in their entirety as Exhibits 31.1, 31.2, 31.3, 32.1, 32.2 and 32.3 to this Amendment No. 1.

Except as described above, this Amendment No. 1 does not amend any other information set forth in the Original 10-K and the Company has not updated disclosures included therein to reflect any events that occurred subsequent to March 15, 2010. Accordingly, this Amendment No. 1 should be read in conjunction with the Original 10-K and the Company's filings made with the SEC subsequent to the filing of the Original 10-K.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

#### (b) Exhibits

Exhibits The following exhibits are attached to this report on Form 10-K/A:

#### INDEX TO EXHIBITS

| Exhibits | Exhibit Title                                                                           | Incorporated by Reference<br>From the Following<br>Documents |
|----------|-----------------------------------------------------------------------------------------|--------------------------------------------------------------|
| 31.1     | Certification by Ronald A. Robinson under Section 302 of the Sarbanes-Oxley Act of 2002 | Filed Herewith                                               |
| 31.2     | Certification by Dan E. Malone under Section 302 of the Sarbanes-Oxley Act of 2002      | Filed Herewith                                               |
| 31.3     | Certification by Richard J. Wehrle under Section 302 of the Sarbanes-Oxley Act of 2002  | Filed Herewith                                               |
| 32.1     | Certification by Ronald A. Robinson under Section 906 of the Sarbanes-Oxley Act of 2002 | Filed Herewith                                               |
| 32.2     | Certification by Dan E. Malone under Section 906 of the Sarbanes-Oxley Act of 2002      | Filed Herewith                                               |
| 32.3     | Certification by Richard J. Wehrle under Section 906 of the Sarbanes-Oxley Act of 2002  | Filed Herewith                                               |

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## 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.

ALAMO GROUP INC.

Date: April 7, 2010

By: /s/ Robert H. George

Robert H. George

Title: Vice President - Administration

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