

IDT CORP
Form 10-K/A
November 09, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

**x Annual report pursuant to section 13 or 15(d) of the securities exchange act of 1934
for the fiscal year ended July 31, 2012,**

or

**.. Transition report pursuant to section 13 or 15(d) of the securities exchange act of 1934.
Commission File Number: 1-16371**

IDT Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

incorporation or organization)

520 Broad Street, Newark, New Jersey 07102

(Address of principal executive offices, zip code)

22-3415036
(I.R.S. Employer

Identification No.)

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(973) 438-1000

(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 on which registered |
|---|---|
| Class B common stock, par value \$.01 per share | 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

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 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 (§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 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

The aggregate market value of the voting and non-voting stock held by non-affiliates of the registrant, based on the closing price on January 31, 2012 (the last business day of the registrant's most recently completed second fiscal quarter) of the Class B common stock of \$8.52 per share, as reported on the New York Stock Exchange, was approximately \$137.4 million.

As of November 5, 2012, the registrant had outstanding 21,264,307 shares of Class B common stock and 1,574,326 shares of Class A common stock. Excluded from these numbers are 2,847,485 shares of Class B common stock and 1,698,000 shares of Class A common stock held in treasury by IDT Corporation.

DOCUMENTS INCORPORATED BY REFERENCE

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The definitive proxy statement relating to the registrant's Annual Meeting of Stockholders, to be held December 17, 2012, is incorporated by reference into Part III of this Form 10-K to the extent described therein.

IDT CORPORATION

Explanatory Note

IDT Corporation (the Company) is filing this Amendment No. 1 on Form 10-K/A (the Amendment) to the Company's annual report on Form 10-K for the year ended July 31, 2012 (the Form 10-K), filed with the Securities and Exchange Commission on October 15, 2012 (the Original Filing Date), solely to furnish Exhibit 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T. Exhibit 101 consists of the following interactive data files from the Company's Form 10-K, formatted in XBRL (Extensible Business Reporting Language):

- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

No other changes have been made to the Form 10-K. This Amendment speaks as of the Original Filing Date, does not reflect events that may have occurred subsequent to the Original Filing Date, and does not modify or update in any way disclosures made in the Form 10-K.

Part IV**Item 15. Exhibits, Financial Statement Schedules.**

(b) Exhibits.

| Exhibit Number | Description of Exhibits |
|----------------|--|
| 3.01(1) | Third Restated Certificate of Incorporation of the Registrant. |
| 3.02(2) | Fourth Amended and Restated By-laws of the Registrant. |
| 10.01(3) | Agreement, entered into as of October 21, 2009 between the Registrant and James A. Courter. |
| 10.02(3) | Warrant to Purchase Common Stock, entered into as of October 21, 2009 between the Registrant and James A. Courter. |
| 10.03(4) | Second Amended and Restated Employment Agreement, dated October 28, 2011, between the Registrant and Howard S. Jonas. |
| 10.04(5) | 1996 Stock Option and Incentive Plan, as amended and restated, of IDT Corporation. |
| 10.05(6) | 2005 Stock Option and Incentive Plan of IDT Corporation, as amended. |
| 10.06(7) | Agreement of Sale between 520 Broad Street Associates, L.L.C. and Registrant, dated September 19, 2007 and amended October 17, 2007 and November 7, 2007. |
| 10.07(8) | Termination of the Amended and Restated Consulting Agreement, dated April 21, 2010, between the IDT Corporation, Credit Freedom Fighters, LLC and Stephen Brown. |
| 10.08(9) | Employment Agreement, dated November 22, 2011, between IDT Corporation and Bill Pereira. |
| 10.09(10) | Purchase Agreement, dated June 16, 2009, by and among IDT Domestic Telecom, Inc., IDT Telecom, Inc., UTCG Holdings, LLC and Carlos Gomez. |
| 10.10(11) | Credit Agreement, dated July 12, 2012, between IDT Telecom, Inc. and TD Bank, N.A. |
| 10.11(12) | Employment Agreement, dated October 28, 2011, between IDT Corporation and Liore Alroy |
| 21.01(11) | Subsidiaries of the Registrant. |
| 23.01(11) | Consent of Grant Thornton LLP. |
| 23.02(13) | Consent of Zwick and Banyai, PLLC |
| 31.01(11) | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.02(11) | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.01(11) | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.02(11) | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 99.01(13) | Significant subsidiary financial statements |
| 101.INS* | XBRL Instance Document |
| 101.SCH* | XBRL Taxonomy Extension Schema Document |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB* | XBRL Taxonomy Extension Label Linkbase Document |
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* furnished herewith.

- (1) Incorporated by reference to Form 8-K, filed April 5, 2011.
- (2) Incorporated by reference to Form 8-K, filed September 23, 2009.
- (3) Incorporated by reference to Form 10-K for the fiscal year ended July 31, 2006, filed October 16, 2006.
- (4) Incorporated by reference to Form 8-K, filed November 3, 2011.
- (5) Incorporated by reference to Schedule 14A, filed November 3, 2004.
- (6) Incorporated by reference to Schedule 14A, filed November 7, 2011.
- (7) Incorporated by reference to Form 8-K, filed November 9, 2007.

- (8) Incorporated by reference to Form 10-Q for fiscal quarter ended April 30, 2010 filed June 14, 2010.
- (9) Incorporated by reference to Form 8-K, filed November 29, 2011.
- (10) Incorporated by reference to Form 10-K/A for fiscal year ended July 31, 2009, filed March 25, 2010.
- (11) Incorporated by reference to Form 10-K for fiscal year ended July 31, 2012, filed October 15, 2012.
- (12) Incorporated by reference to Form 8-K, filed November 3, 2011.
- (13) Incorporated by reference to Form 10-K for fiscal year ended July 31, 2011, filed October 11, 2011.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

IDT CORPORATION

By: /s/ Howard S. Jonas
Howard S. Jonas
Chairman of the Board and

Chief Executive Officer

Date: November 9, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Signature | Titles | Date |
|---|--|------------------|
| /s/ Howard S. Jonas Howard S. Jonas | Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer) | November 9, 2012 |
| /s/ Marcelo Fischer Marcelo Fischer | Senior Vice President Finance (Principal Financial Officer) | November 9, 2012 |
| /s/ Mitch Silberman Mitch Silberman | Chief Accounting Officer and Controller (Principal Accounting Officer) | November 9, 2012 |
| /s/ Bill Pereira Bill Pereira | Director | November 9, 2012 |
| /s/ Lawrence E. Bathgate II Lawrence E. Bathgate II | Director | November 9, 2012 |
| /s/ Eric F. Cosentino Eric F. Cosentino | Director | November 9, 2012 |
| /s/ Judah Schorr Judah Schorr | Director | November 9, 2012 |