

ADC TELECOMMUNICATIONS INC
Form 10-K405/A
July 13, 2001

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Mark One)

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended October 31, 2000

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 No. 0-1424

ADC Telecommunications, Inc.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of
incorporation or organization)

41-0743912
(I.R.S. Employer Identification No.)

13625 Technology Dirve
Eden Prairie, Minnesota
(Address of principal executive offices)

55344-2252
(Zip Code)

Registrant's telephone number, including area code: (952) 938-8080

Securities registered pursuant to Section 12(b) of the Act: None

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

Common Stock, \$.20 par value
Common Stock Purchase Rights

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

The aggregate market value of voting stock held by non-affiliates of the registrant, as of January 4, 2001, was approximately \$14,587,688,225.80 (based on the last sale price of such stock as reported by the Nasdaq Stock Market National Market).

The number of shares outstanding of the registrant's common stock, \$0.20 par value, as of January 4, 2001, was 777,309,741.

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

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Part III of this Form 10-K or any amendment to this Form 10-K. /x/

DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part II of this Form 10-K is incorporated herein by reference to portions of our Annual Report to Shareowners for the fiscal year ended October 31, 2000. The information required by Part III of this Form 10-K is incorporated by reference to portions of our definitive proxy statement for our 2001 Annual Meeting of Shareowners to be filed with the Securities and Exchange Commission on or before January 31, 2001.

We hereby amend Item 7, Item 7A and Item 8 of Part II of our Annual Report on Form 10-K for the fiscal year ended October 31, 2000, which are contained in Exhibit 13-a hereto, to expand and clarify our disclosure concerning the following: (1) the components of our non-cash stock compensation expense in the Consolidated Statements of Operations, (2) our portfolio of equity investments in other publicly traded companies and the potential volatility of our investment portfolio and (3) our exposure to fluctuations in foreign currency exchange rates and the measures we have taken to mitigate this foreign currency risk. No other amendments to our Annual Report on Form 10-K are being made through this filing.

2

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The section entitled "Quarterly Stock Prices" of the Annual Report is incorporated in this Form 10-K by reference. This section is also included on Exhibit 13-a to this Form 10-K/A, as filed with SEC.

Item 6. SELECTED CONSOLIDATED FINANCIAL DATA

The summary of certain information from our consolidated statement of income and balance sheet for the 11 years ended October 31, 2000 included in the Annual Report is incorporated in this Form 10-K/A by reference. This information is also included on Exhibit 13-a to this Form 10-K/A, as filed with the SEC. This summary information should be read in conjunction with the consolidated financial statements and notes thereto incorporated by reference in Item 14 of this Form 10-K/A.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations Overview," "Results of Operations," "Segment Disclosures," "Liquidity and Capital Resources," "Euro Conversion" and "Dividends" in the Annual Report are incorporated in this Form 10-K/A by reference. This section is also included in Exhibit 13-a to this Form 10-K/A, as filed with the SEC.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations Risk Management" in the Annual Report is incorporated in this Form 10-K/A by reference. This section is also included in Exhibit 13-a to this Form 10-K/A, as filed with the SEC.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The consolidated financial statements and notes thereto included in the Annual Report are incorporated in this Form 10-K by reference. These financial statements are also included in Exhibit 13-a to this Form 10-K/A, as filed with the SEC.

PART IV

Item 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) 3. Listing of Exhibits

| Exhibit Number | Description |
|-------------------|---|
| 3-a | Restated Articles of Incorporation of ADC Telecommunications, Inc., as amended. (Incorporated by reference to Exhibit 4.1 to ADC's Registration Statement on Form S-3 dated April 15, 1997.) |
| 3-b | Restated Bylaws of ADC Telecommunications, Inc., as amended. (Incorporated by reference to Exhibit 4.2 to ADC's Registration Statement on Form S-3 dated April 15, 1997.) |
| 3 | |
| 3-c | Articles of Amendment to Restated Articles of Incorporation of ADC Telecommunications, Inc., dated January 20, 2000. (Incorporated by reference to Exhibit 4.6 to ADC's Registration Statement on Form S-8 dated March 14, 2000.) |
| 3-d | Articles of Amendment to Restated Articles of Incorporation of ADC Telecommunications, Inc., dated June 30, 2000. (Incorporated by reference to Exhibit 4-g to ADC's Quarterly Report on Form 10-Q for the quarter ended July 31, 2000.) |
| 4-a | Form of certificate for shares of Common Stock of ADC Telecommunications, Inc. (Incorporated by reference to Exhibit 4-a to ADC's Quarterly Report on Form 10-Q for the quarter ended January 31, 1996.) |
| 4-b | Second Amended and Restated Rights Agreement, amended and restated as of November 28, 1995, between ADC Telecommunications, Inc. and Norwest Bank Minnesota, National Association (amending and restating the Rights Agreement dated as of September 23, 1986, as amended and restated as of August 16, 1989 and November 28, 1995), which includes as Exhibit A thereto the form of Right Certificate. (Incorporated by reference to Exhibit 4 to ADC's Form 8-K dated December 11, 1995.) |
| 4-c | Amendment to Second Amended and Restated Rights Agreement dated as of October 6, 1999. (Incorporated by reference to Exhibit 4-c to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1999.) |
| 10-a* | ADC Telecommunications, Inc. 1991 Stock Incentive Plan, as amended and restated through February 22, 2000. (Incorporated by reference to Exhibit 10-a to ADC's Quarterly Report on Form 10-Q for the quarter ended January 31, 2000.) |
| 10-b* | Business Unit Management Incentive Plan Fiscal Year 1999. (Incorporated by reference to Exhibit 10-m to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1998.) |
| 10-c* | Corporate Management Incentive Plan Fiscal Year 1999. (Incorporated by reference to Exhibit 10-n to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1998.) |
| 10-d* | ADC Telecommunications Management Incentive Plan Document for Fiscal Year 2000. (Incorporated by reference to Exhibit 10-m to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1999.) |
| 10-e* | ADC Telecommunications Management Incentive Plan Document for Fiscal Year 2001. (Incorporated by reference to Exhibit 10-e to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 2000.) |
| 10-f* | Executive Incentive Exchange Plan Fiscal Year 1999. (Incorporated by reference to Exhibit 10-q to ADC's Annual Report Form 10-K for the fiscal year ended October 31, 1998.) |

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- 10-g* Executive Incentive Exchange Plan Fiscal Year 2000. (Incorporated by reference to Exhibit 10-m to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1999.)
- 10-h* Executive Incentive Exchange Plan Fiscal Year 2001. (Incorporated by reference to Exhibit 10-h to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 2000.)

4

- 10-i* Supplemental Executive Retirement Plan Agreement for William J. Cadogan, dated as of November 1, 1990, between ADC Telecommunications, Inc. and William J. Cadogan, as amended. (Incorporated by reference to Exhibit 10-u to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1996.)
- 10-j* ADC Telecommunications, Inc. Change in Control Severance Pay Plan Statement and Summary Plan Description. (Incorporated by reference to Exhibit 10-q to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1989.)
- 10-k* First Amendment of ADC Telecommunications, Inc. Change in Control Severance Pay Plan Statement and Summary Plan Description, effective July 22, 1997. (Incorporated by reference to Exhibit 10-x to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1997.)
- 10-l* Compensation Plan for Directors of ADC Telecommunications, Inc., restated as of December 31, 1988. (Incorporated by reference to Exhibit 10-b to ADC's Quarterly Report on Form 10-Q for the quarter ended January 31, 1989.)
- 10-m* First Amendment of the Compensation Plan for Directors of ADC Telecommunications, Inc. restated as of December 31, 1988. (Incorporated by reference to Exhibit 10-s to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1989.)
- 10-n* ADC Telecommunications, Inc. Nonemployee Director Stock Option Plan, as amended and restated through February 22, 2000. (Incorporated by reference to Exhibit 10-b to ADC's Quarterly Report on Form 10-Q/A for the quarter ended April 30, 2000.)
- 10-o* ADC Telecommunications, Inc. Deferred Compensation Plan, dated as of November 1, 1978, as amended. (Incorporated by reference to Exhibit 10-aa to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1996.)
- 10-p* Second Amendment of ADC Telecommunications, Inc. Deferred Compensation Plan, dated effective March 12, 1996 and approved on April 1, 1997. (Incorporated by reference to Exhibit 10-b to ADC's Quarterly Report on Form 10-Q for the quarter ended April 30, 1997.)
- 10-q* ADC Telecommunications, Inc. Pension Excess Plan, dated as of January 1, 1985, as amended. (Incorporated by reference to Exhibit 10-bb to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1996.)
- 10-r* Second Amendment of ADC Telecommunications, Inc. Pension Excess Plan, dated effective March 12, 1996 and approved on April 1, 1997. (Incorporated by reference to Exhibit 10-a to ADC's Quarterly Report on Form 10-Q for the quarter ended April 30, 1997.)
- 10-s* ADC Telecommunications, Inc. 401(k) Excess Plan, dated as of September 1, 1990, as amended. (Incorporated by reference to Exhibit 10-cc to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1996.)
- 10-t* Third Amendment of ADC Telecommunications, Inc. 401(k) Excess Plan, dated effective March 12, 1996 and approved on April 1, 1997. (Incorporated by reference to Exhibit 10-c to ADC's Quarterly Report on Form 10-Q for the quarter ended April 30, 1997.)
- 10-u Lease, dated as of October 22, 1999, between ADC Telecommunications, Inc. and Lease Plan North America, Inc. (Incorporated by reference to Exhibit 10-ff to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1999.)

5

- 10-v Ground Lease, dated as of October 22, 1999, between ADC Telecommunications, Inc. and Lease Plan North America, Inc. (Incorporated by reference to Exhibit 10-gg to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1999.)
- 10-w Construction Agreement, dated as of October 22, 1999, between ADC Telecommunications, Inc. and Kraus-Anderson Construction Company. (Incorporated by reference to Exhibit 10-hh to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1999.)
- 10-x Construction Agency Agreement, dated as of October 22, 1999, between Lease Plan North America, Inc. and ADC Telecommunications, Inc. (Incorporated by reference to Exhibit 10-ii to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1999.)
- 10-y Participation Agreement, dated as of October 22, 1999, among ADC Telecommunications, Inc., Lease Plan North America, Inc., the Participants named therein and ABN AMRO Bank N.V. (Incorporated by reference to Exhibit 10-jj to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1999.)
- 10-z Conduit Facility, Transfer and Revolving Credit Agreement, dated as of November 24, 1998, by and among ADC Telecommunications, Inc., Windmill Funding Corporation, Amsterdam Funding Corporation, ABN AMRO Bank N.V., and certain other financial institutions. (Incorporated by reference to Exhibit 10-kk to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 1998.)
- 13-a Portions of the 2000 Annual Report to Shareowners.
- 21-a Subsidiaries of ADC Telecommunications, Inc. (Incorporated by reference to Exhibit 21-a to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 2000.)
- 23-a Consent of Arthur Andersen LLP.
- 24-a Power of Attorney. (Incorporated by reference to Exhibit 24-a to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 2000.)
- 99-a Cautionary Statement Regarding Forward-Looking Statements. (Incorporated by reference to Exhibit 99-a to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 2000.)
- 99-b Report of Arthur Andersen LLP and Schedule II. (Incorporated by reference to Exhibit 99-b to ADC's Annual Report on Form 10-K for the fiscal year ended October 31, 2000.)
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Management contract or compensatory plan or arrangement required to be filed as an Exhibit to this Form 10-K.

We have excluded from the exhibits filed with this report instruments defining the rights of holders of long-term debt of ADC where the total amount of the securities authorized under such instruments does not exceed 10% of our total assets. We hereby agree to furnish a copy of any of these instruments to the SEC upon request.

- (b) The following Reports on Form 8-K were filed during the last quarter of the period covered by this report:

Report on Form 8-K dated September 20, 2000, filed in connection with the acquisition of Broadband Access Systems, Inc.;

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Report on Form 8-K dated September 29, 2000, filed in connection with the completion of the acquisition of Broadband Access Systems, Inc.; and

Report on Form 8-K dated October 6, 2000, filed in connection with the acquisitions of Altitun AB and PairGain Technologies, Inc. The report included our consolidated statements of income, consolidated balance sheets, consolidated statements of shareowners' investment, and consolidated statements of cash and related notes and management's discussion and analysis of financial condition and results of operations for each of the three years in the period ended October 31, 1999. This consolidated financial information reflects our financial position and results of operations as if Altitun and PairGain were wholly owned subsidiaries of ADC since inception.

(c) See Item 14(a)(3) above.

(d) See Item 14(a)(2) above.

7

SIGNATURES

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

ADC TELECOMMUNICATIONS, INC.

Dated: July 13, 2001

By: /s/ RICHARD R. ROSCITT

Richard R. Roscitt
*Chairman of the Board and
Chief Executive Officer*

Pursuant to the requirements of the Securities Exchange Act of 1934, this amended report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

 /s/ RICHARD R. ROSCITT

Chairman of the Board and
Chief Executive Officer
(principal executive officer)

Dated: July 13, 2001

Richard R. Roscitt

 /s/ ROBERT E. SWITZ

Senior Vice President,
Chief Financial Officer
(principal financial officer)

Dated: July 13, 2001

Robert E. Switz

 /s/ CHARLES T. ROEHRICK

Vice President, Controller (principal
accounting officer)

Dated: July 13, 2001

Charles T. Roehrick

John A. Blanchard III*

Director

John J. Boyle III*

Director

James C. Castle*

Director

B. Kristine Johnson*

Director

Jean-Pierre Rosso*

Director

John D. Wunsch*

Director

Charles D. Yost*

Director

*By: /s/ ROBERT E. SWITZ

Dated: July 13, 2001

Robert E. Switz
Attorney-in-fact

8

**ADC Telecommunications, Inc.
Annual Report on Form 10-K
For the Fiscal Year Ended October 31, 2000**

EXHIBIT INDEX

| Exhibit Number | Description | Page |
|---------------------------|--|-------------|
| 13-a | Portions of the 2000 Annual Report to Shareowners. | |
| 23-a | Consent of Arthur Andersen LLP. | |

QuickLinks

DOCUMENTS INCORPORATED BY REFERENCE

PART II

PART IV

SIGNATURES

EXHIBIT INDEX