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PERRIGO CO  
Form 10-Q/A  
January 27, 2003

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UNITED STATES OF AMERICA  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549  
FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED: DECEMBER 28, 2002

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 NUMBER 0-19725

PERRIGO COMPANY

-----  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MICHIGAN

38-2799573

-----  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

-----  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

515 EASTERN AVENUE  
ALLEGAN, MICHIGAN

49010

-----  
(ADDRESS OF PRINCIPAL  
EXECUTIVE OFFICES)

-----  
(ZIP CODE)

(269) 673-8451

-----  
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

NOT APPLICABLE

-----  
(FORMER NAME, FORMER ADDRESS AND FORMER FISCAL YEAR,  
IF CHANGED SINCE LAST REPORT)

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, and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act.) . YES  NO

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

| CLASS OF COMMON STOCK | OUTSTANDING AT<br>JANUARY 20, 2003 |
|-----------------------|------------------------------------|
| -----<br>WITHOUT PAR  | -----<br>69,493,946 SHARES         |

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PERRIGO COMPANY

FORM 10-Q/A

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| - Certification under Section 906 of the Sarbanes-Oxley Act of 2002 |                |

EXPLANATORY NOTE REGARDING AMENDED 10-Q

The Company is filing this Form 10-Q/A because the Form 10-Q filed with the Securities and Exchange Commission on January 24, 2003 did not include Exhibit 99(a), Certification under Section 906 of the Sarbanes-Oxley Act of 2002. While this exhibit was complete and intended to be included with the original filing, it was inadvertently omitted.

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Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

| Exhibit Number | Description  |
|----------------|--|
| 3(a)           | Amended and Restated Articles of Incorporation of Registrant, incorporated by reference from Amendment No. 2 to Registration Statement No. 33-43834 filed by the Registrant on September 23, 1993. |
| 3(b)           | Restated Bylaws of Registrant, dated April 10, 1996, as amended, incorporated by reference from the Registrant's Form 10-K filed on September 6, 2000.   |
| 4(a)           | Shareholders' Rights Plan, incorporated by reference from the Registrant's Form 8-K filed on April 10, 1996. (SEC File No. 00-19725).  |
| 99(a)          | Certification under Section 906 of the Sarbanes-Oxley Act of 2002.   |

\*Denotes management contract or compensatory plan or arrangement.

(b) Reports on Form 8-K

The Company filed a report, together with a copy of the slides presented at the meeting, on Form 8-K on October 29, 2002 that announced it held its Annual Shareholders' Meeting in Allegan, Michigan.

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SIGNATURES

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Pursuant to the requirements 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.

PERRIGO COMPANY

-----  
(Registrant)

Date: January 27, 2003  
-----

By: /s/David T. Gibbons  
-----

David T. Gibbons  
President and Chief Executive Officer

Date: January 27, 2003  
-----

By: /s/Douglas R. Schrank  
-----

Douglas R. Schrank  
Executive Vice President and Chief Financial Officer  
(Principal Accounting and Financial Officer)

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CERTIFICATION

I, David T. Gibbons, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Perrigo Company;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this

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quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: January 27, 2003

/s/David T. Gibbons

-----  
David T. Gibbons  
President and Chief Executive Officer

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I, Douglas R. Schrank, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Perrigo Company;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: January 27, 2003

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/s/Douglas R. Schrank

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Douglas R. Schrank  
Executive Vice President and  
Chief Financial Officer

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