

CAVCO INDUSTRIES INC
Form 8-K/A
July 08, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K/A
(Amendment No. 1)
CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 23, 2011

Cavco Industries, Inc.

(Exact name of registrant as specified in its charter)

Delaware

000-08822

56-2405642

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**1001 North Central Avenue,
Suite 800, Phoenix, Arizona**

85004

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(602) 256-6263**

Not applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Explanatory Note

Cavco Industries, Inc. (Cavco) is filing this Amendment No. 1 to the Current Report on Form 8-K filed on April 28, 2011, to include Item 9.01 (a) Financial Statements of Business Acquired and Item 9.01 (b) Pro Forma Financial Information.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

- (1) The consolidated balance sheets of Palm Harbor Homes, Inc., a Florida corporation, and its subsidiaries (Palm Harbor) as of March 26, 2010 and March 27, 2009 and the consolidated statements of operations, shareholders equity and cash flows for each of the three years in the period ended March 26, 2010, and the notes related thereto, are filed as Exhibit 99.1 and incorporated herein by reference.
- (2) The unaudited consolidated condensed balance sheet of Palm Harbor as of December 24, 2010 and the unaudited consolidated condensed statements of operations, shareholders equity and cash flows for the nine months ended December 24, 2010 and December 25, 2009 and the notes related thereto, are filed as Exhibit 99.2 and incorporated herein by reference.

The consolidated balance sheets of Palm Harbor as of March 26, 2010 and March 27, 2009 and the consolidated statements of operations, shareholders equity and cash flows for each of the three years in the period ended March 26, 2010, and the notes related thereto, provided in this filing were previously audited and included in Palm Harbor s Form 10-K for the year ended March 26, 2010. However, Palm Harbor s auditor has not been able to perform its customary procedures to its satisfaction to enable it to consent to the inclusion of its prior audit report in this filing due to the untimely and limited cooperation of Palm Harbor and the bankruptcy estate of Palm Harbor towards the completion of those procedures. Accordingly, (i) these financial statements should be considered unaudited, preliminary and subject to change (ii) this filing is incomplete, and (iii) these financial statements are not presented in accordance with Regulation S-X of the rules and regulations of the United States Securities and Exchange Commission. Cavco is continuing to work with Palm Harbor, the bankruptcy estate of Palm Harbor, Palm Harbor s auditor and the Securities and Exchange Commission to resolve this situation.

(b) Pro Forma Financial Information

The unaudited pro forma condensed combined financial statements of Cavco and Palm Harbor as of and for the nine months ended December 31, 2010 and for the year ended March 31, 2010 are filed as Exhibit 99.3 hereto and incorporated herein by reference.

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 99.1 | The consolidated balance sheets of Palm Harbor as of March 26, 2010 and March 27, 2009 and the consolidated statements of operations, shareholders equity and cash flows for each of the three years in the period ended March 26, 2010, and the notes related thereto. |
| 99.2 | The unaudited consolidated condensed balance sheet of Palm Harbor as of December 24, 2010 and the unaudited consolidated condensed statements of operations, shareholders equity and cash flows for the nine months ended December 24, 2010 and December 25, 2009 and the notes related thereto. |
| 99.3 | Unaudited pro forma condensed combined financial statements of Cavco and Palm Harbor as of and for the nine months ended December 31, 2010 and for the year ended March 31, 2010 that give effect to the acquisition of Palm Harbor. |

SIGNATURES

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 hereunto duly authorized.

CAVCO INDUSTRIES, INC.

By: /s/ James P. Glew
Name: James P. Glew
Title: Secretary

Date: July 8, 2011

EXHIBIT INDEX

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| 99.2 | The unaudited consolidated condensed balance sheet of Palm Harbor as of December 24, 2010 and the unaudited consolidated condensed statements of operations, shareholders' equity and cash flows for the nine months ended December 24, 2010 and December 25, 2009 and the notes related thereto. |
| 99.3 | Unaudited pro forma condensed combined financial statements of Cavco and Palm Harbor as of and for the nine months ended December 31, 2010 and for the year ended March 31, 2010. |