

TTM TECHNOLOGIES INC
Form 10-K/A
August 20, 2004

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

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

For the fiscal year ended December 31, 2003

Commission file number 0-31285

TTM TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Washington

(State or Other Jurisdiction of Incorporation or Organization)

91-1033443

(I.R.S. Employer Identification No.)

2630 South Harbor Boulevard, Santa Ana, California 92704

(Address of Principal Executive Offices) (Zip Code)

(714) 327-3000

(Registrant's telephone number, including area code)

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

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, no par value	Nasdaq National Market

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 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 the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2): Yes No

The aggregate market value of Common Stock held by nonaffiliates of the registrant (20,605,355) based on the closing price of the registrant's Common Stock as reported on the Nasdaq National Market on July 1, 2002, was \$113,123,399. For purposes of this computation, all officers, directors, and 10% beneficial owners of the registrant are deemed to be affiliates. Such determination should not be deemed to be an admission that such officers, directors, or 10% beneficial owners are, in fact, affiliates of the registrant.

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As of March 29, 2004, there were outstanding 40,718,550 shares of the registrant's Common Stock, no par value.

EXPLANATORY NOTE

The Registrant is amending its annual report on Form 10-K solely to revise its presentation of EBITDA to conform to the guidance in Item 10 of Regulation S-K.

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ITEM 6. SELECTED FINANCIAL DATA

The selected historical financial data presented below are derived from our consolidated financial statements. The selected financial data should be read in conjunction with Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the notes thereto included elsewhere in this report.

	Year Ended December 31,				
	1999	2000	2001	2002(1)	2003(1)
(In thousands, except per share data)					
Consolidated Statement of Operations Data:					
Net sales	\$ 106,447	\$ 203,729	\$ 128,989	\$ 88,989	\$ 180,317
Cost of goods sold	82,200	127,137	92,235	78,456	145,694
Gross profit	24,247	76,592	36,754	10,533	34,623
Operating expenses:					
Selling and marketing	3,920	10,156	7,272	6,447	10,858
General and administrative	2,584	8,305	5,435	5,519	11,696
Amortization of intangibles(2)	2,230	4,810	4,808	1,202	1,202
Restructuring charges(3)				3,859	649
Amortization of deferred retention bonus	1,849	5,470			
Management fees	439	2,150			
Total operating expenses	11,022	30,891	17,515	17,027	24,405
Operating income (loss)	13,225	45,701	19,239	(6,494)	10,218
Other income (expense):					
Interest expense	(10,432)	(12,176)	(2,644)	(1,084)	(583)
Amortization of debt issuance costs	(755)	(742)	(41)	(105)	(97)
Interest income and other, net	54	181	629	694	352
Loss on early extinguishments of debt	(2,317)	(9,930)			
Income (loss) before income taxes and extraordinary item	(225)	23,034	17,183	(6,989)	9,890
Income tax (provision) benefit	(2)	5,038	(6,189)	2,278	(3,901)
Income (loss) before extraordinary item	(227)	28,072	10,994	(4,711)	5,989
Extraordinary gain				6,296	1,453
Net income (loss)	\$ (227)	\$ 28,072	\$ 10,994	\$ 1,585	\$ 7,442
Income (loss) per common share, before extraordinary item:					
Basic	\$ (0.01)	\$ 0.88	\$ 0.29	\$ (0.12)	\$ 0.15
Diluted	\$ (0.01)	\$ 0.82	\$ 0.28	\$ (0.12)	\$ 0.15
Income (loss) per common share:					
Basic	\$ (0.01)	\$ 0.88	\$ 0.29	\$ 0.04	\$ 0.19
Diluted	\$ (0.01)	\$ 0.82	\$ 0.28	\$ 0.04	\$ 0.18

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Year Ended December 31,

Weighted average common shares:

Basic	22,312	31,919	37,482	39,511	39,993
Diluted	22,312	34,166	38,899	39,511	41,123

Other Financial Data:

Depreciation of property, plant and equipment	\$ 3,635	\$ 5,500	\$ 8,294	\$ 8,761	\$ 7,774
Non-cash restructuring charges for impairment of building and equipment				1,838	446
Non-cash interest expense imputed on debt	455	476			

- (1) Our results for the year ended December 31, 2002 include only six days of activity of Advanced Circuits, Inc., which we acquired on December 26, 2002. A full year of activity at this subsidiary is included in our results for the year ended December 31, 2003. In both 2002 and 2003, we recorded extraordinary gains related to this acquisition. See Note 3 to our consolidated financial statements included herein.
- (2) In 2002, we adopted Statement of Financial Accounting Standards ("SFAS") No. 142, "Goodwill and Intangible Assets" and ceased amortizing goodwill. Our expense in 2002 and 2003 reflects amortization of intangibles related to our acquisition of Power Circuits in July 1999. See Note 2 to our consolidated financial statements included herein.
- (3) We recorded restructuring charges in 2002 and 2003 related to the closure of our Burlington, Washington, facility. The charge in 2002 is composed primarily of severance expense and other cash exit costs as well as non-cash expenses to write down the value of the building and equipment held for sale. The charge in 2003 was to further write down the value of the building and equipment. See Note 4 to our consolidated financial statements included herein.

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As of December 31,

	1999	2000	2001	2002	2003
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(In thousands)

Consolidated Balance Sheet Data:

Working capital	\$ 13,995	\$ 22,186	\$ 29,099	\$ 40,405	\$ 52,352
Total assets	168,327	202,133	193,076	197,506	205,857
Long-term debt, including current maturities	140,164	43,312	32,625	10,000	7,777
Shareholders' equity	16,537	137,742	150,079	167,426	178,327

Year Ended December 31,

	1999	2000	2001	2002	2003
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(In thousands)

Supplemental Data:

EBITDA(1)	\$ 16,827	\$ 46,262	\$ 32,970	\$ 10,459	\$ 21,057
Cash flows from operating activities	(2,227)	43,692	38,245	10,011	18,582
Cash flows from investing activities	(99,907)	(24,079)	(13,176)	(8,517)	(14,087)
Cash flows from financing activities	103,253	(11,635)	(9,873)	(7,105)	863

(1)

EBITDA means earnings before interest expense (including amortization of debt issuance costs), income taxes and depreciation and amortization. However, EBITDA should not be considered as an alternative to cash flows from operating activities as a measure of liquidity or as an alternative to net income as a measure of operating results in accordance with accounting principles generally accepted in the United States. Our definition of EBITDA may differ from definitions used by other companies. The following is a reconciliation of net income (loss) to EBITDA for each period presented:

Year Ended December 31,

	1999	2000	2001	2002	2003
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(In thousands)

Net income (loss)	\$ (227)	\$ 28,072	\$ 10,994	\$ 1,585	\$ 7,442
Add back items:					
Income taxes	2	(5,038)	6,189	(2,278)	3,901
Interest expense	10,432	12,176	2,644	1,084	583
Amortization of debt issuance costs	755	742	41	105	97
Depreciation of property, plant and equipment	3,635	5,500	8,294	8,761	7,774
Amortization of intangibles	2,230	4,810	4,808	1,202	1,260
Total	17,054	18,190	21,976	8,874	13,615
EBITDA	\$ 16,827	\$ 46,262	\$ 32,970	\$ 10,459	\$ 21,057

Exhibit Index

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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