

PRIMEDIA INC
Form 10-Q/A
November 08, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

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

For the quarterly period ended: **June 30, 2004**

Commission file number: 1-11106

PRIMEDIA Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-3647573
(I.R.S. Employer
Identification No.)

745 Fifth Avenue, New York, New York

(Address of principal executive offices)

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10151

(Zip Code)

Registrant's telephone number, including area code (212) 745-0100

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

Number of shares of common stock, par value \$.01 per share, of PRIMEDIA Inc. outstanding as of July 30, 2004: 260,481,340.

PRIMEDIA Inc.

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EXPLANTORY NOTE

We are filing this Amendment No. 1 to our quarterly report on Form 10-Q for the quarter ended June 30, 2004 (this "Amendment No. 1"), originally filed with the SEC on August 9, 2004 (the "Original Filing"), for the purpose of adding Item 2 of Part II of Form 10-Q to the report. Accordingly, pursuant to Rule 12-b-15 under the Securities and Exchange Act of 1934, as amended, this Form 10-Q/A contains the complete text of Item 2 of Part II, as amended.

Except as expressly stated herein, this Amendment No. 1 does not update any of the disclosures contained in the Original Filing to reflect any events that occurred after the date of the Original Filing. In addition, this Amendment No. 1 does not amend or restate our previously reported financial statements.

PART II. OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

In June 2003, the Company issued to George Roberts, a former director of the Company, 90,082 shares of the Company's unregistered Common Stock as compensation for his services as a director from March 1992 to May 2004. Mr. Roberts was permitted to defer payment of his director's fees and receive the fees in the form of Common Stock pursuant to the Directors' Deferred Compensation Plan. Mr. Roberts deferred the payment of an aggregate of \$385,975 of directors' fees that he would have otherwise received in cash at the time the services were provided. The issuance of securities to Mr. Roberts was made by the Company in reliance on the exemption from registration contained in Section 4(2) of the Securities Act of 1933, as amended, and the rules and regulations thereunder, as an offering not involving a public offering.

Item 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

31.1 Certification by Kelly P. Conlin Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification by Matthew A. Flynn Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.3 Certification by Robert J. Sforzo Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification by Kelly P. Conlin Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certification by Matthew A. Flynn Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.3 Certification by Robert J. Sforzo Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K during the quarter ended June 30, 2004.

The Company furnished a Current Report on Form 8-K, dated April 29, 2004, (a) announcing under Item 12 thereof the issuance of a press release dated April 29, 2004 regarding its financial results for the first quarter ended March 31, 2004, and (b) furnishing as exhibits under Item 7 thereof a copy of the press release.

The Company furnished a Current Report on Form 8-K, dated May 5, 2004, (a) announcing under Item 5 thereof the issuance of a press release dated May 5, 2004 regarding the Company's Senior Floating Rate Notes and (ii) furnishing as an exhibit under Item 7 thereof a copy of the press release.

The Company furnished a Current Report on Form 8-K, dated May 10, 2004, (a) announcing under Item 5 thereof the issuance of a press release dated May 10, 2004 regarding the Company's Senior Floating Rate Notes and entering into a term loan credit facility and (ii) furnishing as an exhibit under Item 7 thereof a copy of the press release.

The Company furnished a Current Report on Form 8-K, dated May 14, 2004, (a) announcing under Item 5 thereof the issuance of a press release dated May 14, 2004 regarding the Company's Senior Floating Rate Notes and entering into a term loan credit facility and (ii) furnishing as an exhibit under Item 7 thereof a copy of the press release.

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 thereunto duly authorized.

PRIMEDIA Inc.
(Registrant)

Date: November 8, 2004

/s/ Kelly P. Conlin
(Signature)
Chief Executive Officer and President
(Principal Executive Officer)

Date: November 8, 2004

/s/ Matthew A. Flynn
(Signature)
Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

Date: November 8, 2004

/s/ Robert J. Sforzo
(Signature)
Senior Vice President, Chief Accounting Officer and Controller
(Principal Accounting Officer)