

ALLIANCE ONE INTERNATIONAL, INC.
Form 10-Q/A
February 25, 2010

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 December 31, 2009

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM _____ TO _____.

Alliance One International, Inc.
(Exact name of registrant as specified in its charter)

Virginia

(State or other jurisdiction of Incorporation)

001-13684

(Commission File Number)

54-1746567

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

8001 Aerial Center Parkway
Morrisville, NC 27560-8417
(Address of principal executive offices)

(919) 379-4300
(Registrant's telephone number, including area code)

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

| <u>Title of Each Class</u> | <u>Name of Exchange On Which Registered</u> |
|-----------------------------|---|
| Common Stock (no par value) | New York Stock Exchange |

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

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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 [X] No []

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [] No []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [] Accelerated
filer [X]

Non-accelerated filer [] Smaller reporting company []
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes [] No [X]

As of February 4, 2010, the registrant had 89,088,383 shares outstanding of Common Stock (no par value) excluding 7,853,121 shares owned by a wholly owned subsidiary.

Explanatory Note

This Amendment No. 1 on Form 10-Q/A is being filed to correct the inadvertent omission of the conformed signature of the officer that executed the signature page of the registrant's Form 10-Q for the period ended December 31, 2009 (the Initial Form 10-Q) filed with the Securities and Exchange Commission (the SEC) on February 8, 2010. As required by applicable SEC regulations, Exhibits 31.01, 31.02 and 32 are being re-filed with this amendment although there has been no change in these exhibits, other than the date thereof, from those filed with the Initial Form 10-Q.

Alliance One International, Inc. and Subsidiaries

Item 6. Exhibits

- | | |
|--------------|--|
| 4.01 | Specimen of common stock certificate, incorporated by reference to Exhibit 4.01 to Alliance One's Form 10-Q for the quarter ended December 31, 2009, filed February 8, 2010 (SEC File No. 1-3684). |
| <u>31.01</u> | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith). |
| <u>31.02</u> | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith). |
| <u>32</u> | Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith). |

Alliance One International, Inc. and Subsidiaries

SIGNATURE

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.

Alliance One International, Inc.

/s/ Hampton R. Poole,
Jr.
Hampton R. Poole, Jr.
Vice President - Controller
(Chief Accounting Officer)

Date: February 25, 2010

Alliance One International, Inc. and Subsidiaries

INDEX OF EXHIBITS

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