

Edgar Filing: ROADWAY CORP - Form 10-Q/A

ROADWAY CORP  
Form 10-Q/A  
August 13, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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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 15, 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 000-32821

ROADWAY CORPORATION

(Exact Name of Registrant as Specified in Its Charter)  
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Delaware

34-1956254

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(State or Other Jurisdiction  
of Incorporation or Organization)

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

1077 Gorge Boulevard, Akron, Ohio

44310

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(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (330) 384-1717

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 .

The number of shares of common stock (\$.01 par value) outstanding as of July 12, 2002 was 19,336,119.

EXPLANATION OF AMENDMENT

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Roadway Corporation (the "Company") is filing this Form 10-Q/A ("Form 10-Q/A") as Amendment No. 1 to the Company's quarterly report on Form 10-Q for the quarter ended June 15, 2002 that was filed with the Securities and Exchange Commission on July 18, 2002. Item 2 is hereby amended and restated in its entirety as follows:

### PART II OTHER INFORMATION

#### ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

(c) On June 3, 2002, the Company granted 2,000 shares of common stock, par value \$0.01 per share ("Common Stock"), to each of its non-employee directors pursuant to the Roadway Corporation Non-Employee Directors' Equity Ownership Plan as a component of each director's annual retainer. These transactions were exempt from the registration provisions of the Securities Act of 1933 pursuant to Section 4(2) of such Act for transactions not involving a public offering.

During the second quarter of 2002, the Company issued 776 shares of Common Stock to members of the Company's medical board as compensation for their services to the Company. This issuance was exempt from the registration provisions of the Securities Act pursuant to Section 4(2) of such Act for transactions not involving a public offering.

In addition, the Company issued 48 shares of Common Stock to participants under the Company's Union Stock Plan during the second quarter of 2002. Participants under the Union Stock Plan received the shares of Common Stock as compensation for prior services.

The Company also issued 22,507 shares of Common Stock to participants in the Company's Employee Stock Purchase Plan. Participants under the Employee Stock Purchase Plan purchased the shares of Common Stock from the Company in monthly installments at a price of 85% of the market value of the Common Stock on the last trading day of each month.

The Company issued the shares under the Union Stock Plan and Employee Stock Purchase Plan in unregistered transactions without valid exemptions from the registration provisions of the Securities Act. The Company plans to register future issuances under the Union Stock Plan and Employee Stock Purchase Plan on Forms S-8 and intends to conduct a rescission offer which will entitle the purchasers of these shares of Common Stock to a return of the consideration paid for their stock.

#### 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.

August 13, 2002

By: /s/ J. Dawson Cunningham

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J. Dawson Cunningham  
Executive Vice President and Chief  
Financial Officer