

GENERAL CABLE CORP /DE/

Form 10-Q/A

August 29, 2003

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**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, 2003  
Commission File No. 1-12983

**GENERAL CABLE CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

06-1398235  
(I.R.S. Employer Identification No.)

4 Tesseneer Drive  
Highland Heights, KY 41076-9753  
(Address of principal executive offices)

(859) 572-8000  
(Registrant's telephone number, including area code)

**Securities Registered Pursuant to Section 12(g) of the Act: None**

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 whether the registrant is an accelerated filer (as defined in rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

| Class                          | Outstanding at August 1, 2003 |
|--------------------------------|-------------------------------|
| Common Stock, \$0.01 Par Value | 33,112,767                    |

**Explanatory Note:**

This Amendment No. 1 to the Company's Form 10-Q for the period ended June 30, 2003 is being filed to revise the Company's disclosure in Part I, Item 4 in response to a comment received from the Staff of the Division of Corporation Finance of the Securities and Exchange Commission. This amendment does not reflect events occurring subsequent to the original filing date of August 14, 2003.

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**GENERAL CABLE CORPORATION AND SUBSIDIARIES**

**Part I**

**Item 4. Controls and Procedures**

**Quarterly evaluation of the Company's Disclosure Controls and Internal Controls.** Within the 90 days prior to the date of this Quarterly Report on Form 10-Q, the Company evaluated the effectiveness of the design and operation of its disclosure controls and procedures ( Disclosure Controls ). This evaluation ( Controls Evaluation ) was done under the supervision and with the participation of management, including the Chief Executive Officer ( CEO ) and Chief Financial Officer ( CFO ).

**Limitations on the Effectiveness of Controls.** The Company's management, including the CEO and CFO, does not expect that its Disclosure Controls or its internal controls and procedures for financial reporting ( Internal Controls ) will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

**Conclusions.** Based upon the Controls Evaluation, the CEO and CFO have concluded that, subject to the limitations noted above, the Disclosure Controls provide reasonable assurance that the objectives of the control system are met and that the Disclosure Controls are effective to timely alert management to material information relating to the Company during the period when its periodic reports are being prepared.

In accordance with SEC requirements, the CEO and CFO note that, since the date of the Controls Evaluation to the date of this Quarterly Report, there have been no significant changes in Internal Controls or in other factors that could significantly affect Internal Controls, including any corrective actions with regard to significant deficiencies and material weakness.

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**Part II**

**Item 6. Exhibits and Reports on Form 8-K**

a) Exhibits

|   |   |
|---|---|
| 31.1  | Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2  |   |
| Certification of<br>Chief Financial<br>Officer under<br>Section 302 of<br>the<br>Sarbanes-Oxley<br>Act of<br>2002.32.1              |   |
| Certification<br>pursuant to 18<br>U.S.C. § 1350,<br>as adopted<br>under<br>Section 906 of<br>the<br>Sarbanes-Oxley<br>Act of 2002. |   |

b) Reports on Form 8-K

None

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, General Cable Corporation has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**GENERAL CABLE CORPORATION**

Date: August 29, 2003

By: sCHRISTOPHER F. VIRGULAK

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Christopher F. Virgulak  
Executive Vice President, Chief Financial Officer and Treasurer