

AMERICAN WOODMARK CORP
Form 8-K
May 02, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 2, 2005

American Woodmark Corporation[®]

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

0-14798
(Commission
File Number)

54-1138147
(IRS Employer
Identification No.)

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3102 Shawnee Drive, Winchester, Virginia
(Address of principal executive offices)

22601
(Zip Code)

Registrant's telephone number, including area code: (540) 665-9100

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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American Woodmark Corporation

ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

On May 2, 2005, the Registrant issued a press release announcing the appointment of Carol Moerdyk and Daniel Hendrix to serve on its Board of Directors, effective May 1, 2005. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On March 18, 2005, the Board of Directors of American Woodmark by unanimous consent, resolved to amend the bylaws to expand the size of the Board from 9 to 11 directors. The amendment to the bylaws is attached hereto as Exhibit 3.2 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(C) Exhibits.

- 3.2 The Registrant's Amendment to the Bylaws.
- 99.1 The Registrant's Press Release dated May 2, 2005.

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.

AMERICAN WOODMARK CORPORATION

(Registrant)

/s/ JONATHAN H. WOLK

/s/ JAMES J. GOSA

Jonathan H. Wolk

James J. Gosa

Vice President and Chief Financial Officer

Chairman & Chief Executive Officer

Date: May 2, 2005

Date: May 2, 2005

Signing on behalf of the registrant and as principal financial officer

Signing on behalf of the registrant and as principal executive officer