

STURM RUGER & CO INC

Form 10-K/A

December 08, 2006

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-K/A**

**FOR ANNUAL AND TRANSITION REPORTS  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

(Mark One)

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

**For the fiscal year ended December 31, 2005**

**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 0-4776**

**STURM, RUGER & COMPANY, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**06-0633559**

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

**Lacey Place, Southport, Connecticut**

(Address of Principal Executive Offices)

**06890**

(Zip Code)

**(203) 259-7843**

(Registrant's telephone number, including area code)  
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class  
**Common Stock, \$1 par value**

Name of Each Exchange on Which  
Registered

**New York Stock Exchange**

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

None

(Title of Class)

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K **☒ YES ☐ NO ☐**

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). **YES ☒ NO ☐**

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of June 30, 2005:

*Common Stock, \$1 par value*    \$175,877,600

The number of shares outstanding of the registrant's common stock as of March 1, 2006:

*Common Stock, \$1 par value 26,910,720 shares*

**DOCUMENTS INCORPORATED BY REFERENCE.**

Portions of the registrant's Annual Report to Stockholders for the fiscal year ended December 31, 2005 are incorporated by reference into Parts I and II (Items 1 through 9A) of this Report.

Portions of the registrant's Proxy Statement relating to the Annual Meeting of Stockholders to be held May 24, 2006 are incorporated by reference into Part III (Items 10 through 14) of this Report.

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**EXPLANATORY NOTE:**

This Amendment on Form 10-K/A (this Amendment ) amends the Annual Report on Form 10-K of Sturm, Ruger & Company, Inc. (the Company ) for the year ended December 31, 2005, as filed with the Securities and Exchange Commission on May 1, 2006 (the Original Filing ). It is being filed to amend and restate Item 9A, Controls and Procedures to delete the first sentence of the second paragraph of Item 9A which read,

Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that as of December 31, 2005, our controls and procedures over financial reporting were effective except for controls and procedures over the calculation of the LIFO index, which were not effective because of the material weaknesses discussed below under Management s Report on Internal Control over Financial Reporting.

and replace it with the following sentence:

Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that as of December 31, 2005, our controls and procedures over financial reporting were not effective because of the material weaknesses discussed below under Management s Report on Internal Control over Financial Reporting.

Other information contained in the Original Filing has not been updated and we have not taken into account any other events occurring after the Original Filing that might have affected those disclosures. Therefore, you should read this Amendment together with other documents and reports that the Company has filed with the Securities and Exchange Commission subsequent to the filing of the Original filing.

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**ITEM 9A CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

The Company conducted an evaluation, with the participation of its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, as of December 31, 2005.

Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that as of December 31, 2005, our controls and procedures over financial reporting were not effective because of the material weaknesses discussed below under Management's Report on Internal Control over Financial Reporting.

In light of the material weaknesses described below, the Company performed a detailed review of the LIFO reserve calculation as of December 31, 2005 to ensure that inventories and cost of sales in the financial statements were properly stated. Accordingly, management believes the financial statements included in this report fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented.

***Management's Report on Internal Control over Financial Reporting***

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Company's internal control over the calculation of the LIFO index is a process designed to provide reasonable assurance regarding the propriety of the LIFO inventory reserve in accordance with U.S. generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company conducted an evaluation, with the participation of its Chief Executive Officer and Chief Financial Officer, of the effectiveness of its internal control over financial reporting as of December 31, 2005. This evaluation was performed based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. As of December 31, 2005, the Company did not maintain sufficient controls over the calculation of the LIFO index. This control deficiency resulted in an audit adjustment to the LIFO reserve and cost of sales, which is reflected in the financial statements for the year ended December 31, 2005. Additionally, this control deficiency resulted in the restatement of the financial statements as of and for the year ended December 31, 2004. Also, this control deficiency could result in a misstatement of the aforementioned account balances or disclosures which could cause a material misstatement of annual or interim financial statements that would not be prevented or detected. Accordingly, management has determined that this control deficiency constitutes a material weakness.

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**ITEM 9A CONTROLS AND PROCEDURES (continued)**

Because of this material weakness, management has concluded that the Company did not maintain effective internal control over financial reporting as of December 31, 2005, based on criteria established in Internal Control Integrated Framework issued by the COSO.

Management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2005 has been audited by McGladrey & Pullen, LLP, an independent registered public accounting firm, as stated in their report which appears immediately following the Financial Statements in this Annual Report on Form 10-K.

***Plan for Remediation of Material Weaknesses***

The Company has taken steps towards remediation of the material weakness described above. Specifically, the Company has implemented additional procedures related to the review of data used in the LIFO index calculation.

***Changes in Internal Control over Financial Reporting***

Except as noted above, there were no changes in our internal control over financial reporting that occurred during our most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

**STURM, RUGER & COMPANY, INC.**  
(Registrant)

Thomas A. Dineen  
Vice President, Treasurer and Chief  
Financial Officer  
(Principal Financial Officer)

December 6, 2006

Date

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/S/ MICHAEL O. FIFER	12/06/06	/S/ STEPHEN L. SANETTI	12/06/06
Michael O. Fifer Chief Executive Officer (Principal Executive Officer)		Stephen L. Sanetti President, Director	
/S/ JOHN M. KINGSLEY, JR.	12/06/06	/S/ RICHARD T. CUNNIFF	12/06/06
John M. Kingsley, Jr. Director		Richard T. Cunniff Director	
/S/ JAMES E. SERVICE	12/06/06	/S/ JOHN A. COSENTINO	12/06/06
James E. Service Director		John A. Cosentino, Jr. Director	
/S/ C. MICHAEL JACOBI	12/06/06	/S/ RONALD C. WHITAKER.	12/06/06
C. Michael Jacobi Director		Ronald C. Whitaker Director	
/S/ STEPHEN T. MERKEL	12/06/06		
Stephen T. Merkel Director			



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ITEM 6. EXHIBITS

- 31.1 Certification Pursuant to Rule 13a-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification Pursuant to Rule 13a-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002