

Edgar Filing: Commercial Vehicle Group, Inc. - Form 10-K/A

Commercial Vehicle Group, Inc.
Form 10-K/A
March 13, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K/A

(Amendment No. 1)

☒ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
or

☐ Transition report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended: Commission file number:

December 31, 2016 001-34365

COMMERCIAL VEHICLE GROUP, INC.

(Exact name of Registrant as specified in its charter)

Delaware 41-1990662

(State of Incorporation) (I.R.S. Employer Identification No.)

7800 Walton Parkway 43054

New Albany, Ohio (Zip Code)

(Address of Principal Executive Offices)

Registrant's telephone number, including area code:

(614) 289-5360

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

Title of Each Class	Name of exchange on which registered
---------------------	--------------------------------------

Common Stock, par value \$.01 per share	The NASDAQ Global Select Market
---	---------------------------------

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Schedule 15(d) of the Act. Yes ☐ No ☒

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 has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 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. ☐

Edgar Filing: Commercial Vehicle Group, Inc. - Form 10-K/A

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 ☒ Non-accelerated filer ☐ 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 ☒

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold on June 30, 2016, was \$127,790,926.

As of March 9, 2017, 30,852,227 shares of Common Stock of the Registrant were outstanding.

Documents Incorporated by Reference

Information required by Items 10, 11, 12, 13 and 14 of Part III of this Annual Report on Form 10-K is incorporated by reference from the Registrant’s Proxy Statement for its annual meeting to be held May 16, 2017 (the “2017 Proxy Statement”).

EXPLANATORY NOTE

Commercial Vehicle Group, Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-K/A (“Amendment No. 1”) solely to correct, on the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016 which was timely filed with the Securities and Exchange Commission on March 9, 2017 (the “Form 10-K”) the following:

1. the date and aggregate market value of the voting and non-voting common equity held by non-affiliates disclosed on the cover page of the Form 10-K; and
2. the conformed signature in the Consent of our Independent Registered Public Accounting Firm on Exhibit 23.1.

The Company had inadvertently omitted such information in our Form 10-K. This Amendment No. 1 makes no other changes to the Company’s Form 10-K.

EXHIBIT INDEX

Exhibit No. Description

23.1	Consent of KPMG LLP.
31.1	302 Certification by Patrick E. Miller, President and Chief Executive Officer.
31.2	302 Certification by C. Timothy Trenary, Executive Vice President and Chief Financial Officer.

SIGNATURES

Pursuant to the requirements of Section 13 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.

COMMERCIAL
VEHICLE GROUP, INC.

By: /s/ C. Timothy Trenary
C. Timothy Trenary
Chief Financial Officer
Date: March 13, 2017 __