

SOLECTRON CORP
Form 10-Q/A
April 20, 2007

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

**Form 10-Q/A
(Amendment No. 1)**

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended March 2, 2007
- 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 1-11098

SOLECTRON CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
*(State or Other Jurisdiction of
Incorporation or Organization)*

94-2447045
*(I.R.S. Employer
Identification Number)*

847 Gibraltar Drive
Milpitas, California 95035
(Address of principal executive offices including zip code)

(408) 957-8500
(Registrant's telephone number, including area code)

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 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 a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):
Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (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.

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At March 26, 2007, 909,455,796 shares of Common Stock of the Registrant were outstanding (including approximately 17,480,465 million shares of Solectron Global Services Canada, Inc., which are exchangeable on a one-to-one basis for the Registrant's common stock).

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Explanatory Note

This amendment on Form 10-Q/A is being filed to revise Part II – Other Information of the Quarterly Report on Form 10-Q for the quarter ended March 2, 2007 that was filed on April 11, 2007 (the Report) to correct (i) the inadvertent omission of Item 4 – Submission of Matters to a Vote of Security Holders and (ii) Exhibit 10.1 to the Report, which omits one of the members of the CEO Search Committee. This amendment to the Report does not alter any part of the content of the Report, except for the changes and additional information provided herein. This amendment continues to speak as of the date of the Report. We have not updated the disclosures contained in this amendment to reflect any events that occurred at a date subsequent to the filing of the Report. The filing of this amendment is not a representation that any statements contained in the Report or this amendment are true or complete as of any date subsequent to the date of the Report. This amendment does not affect the information originally set forth in the Report, the remaining portions of which have not been amended.

PART II. OTHER INFORMATION

| | | |
|---------------------|--|---|
| <u>Item 4.</u> | <u>Submission of Matters to a Vote of Security Holders</u> | 1 |
| <u>Item 6.</u> | <u>Exhibits</u> | 2 |
| <u>Signatures</u> | | 3 |
| <u>EXHIBIT 10.1</u> | | |
| <u>EXHIBIT 31.1</u> | | |
| <u>EXHIBIT 31.2</u> | | |
| <u>EXHIBIT 32.1</u> | | |
| <u>EXHIBIT 32.2</u> | | |

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PART II. OTHER INFORMATION

Item 4. *Submission of Matters to a Vote of Security Holders*

Solectron's Annual Meeting of Stockholders was held on January 10, 2007. The following proposals were adopted by the margins indicated:

1. To elect nine (9) directors to serve for the ensuing year and until their successors are duly elected and qualified.

| | Number of Shares | |
|---------------------|-------------------------|-----------------|
| | In Favor | Withheld |
| William A. Hasler | 593,134,820 | 220,999,399 |
| Michael R. Cannon | 777,025,718 | 37,108,501 |
| Richard A. D'Amore | 599,870,374 | 214,263,845 |
| H. Paulett Eberhart | 789,996,857 | 24,137,362 |
| Heinz Fridrich | 781,114,060 | 33,020,159 |
| William R. Graber | 790,066,032 | 24,068,187 |
| Dr. Paul R. Low | 597,094,550 | 217,039,669 |
| C. Wesley M. Scott | 789,918,210 | 24,216,009 |
| Cyril Yansouni | 599,821,886 | 214,312,333 |

2. To ratify the appointment of KPMG LLP as the independent registered public accounting firm of the Company for fiscal year 2007.

| For | Against | Abstain |
|-------------|----------------|----------------|
| 795,974,208 | 12,444,605 | 5,708,941 |

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Item 6. Exhibits

INDEX TO EXHIBITS

Exhibit

No

Exhibit Description

| | |
|------|---|
| 10.1 | Remuneration for CEO Search Committee of Registrant's Board of Directors |
| 31.1 | Certification of Chief Executive Officer Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Chief Financial Officer Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification of Chief Executive Officer Pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2 | Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

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SOLECTRON CORPORATION

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.

SOLECTRON CORPORATION
(Registrant)

By: /s/ PAUL J. TUFANO
Paul J. Tufano
Chief Financial Officer
(Principal Financial Officer)

By: /s/ WARREN J. LIGAN
Warren J. Ligan
Senior Vice President and Chief Accounting Officer
(Principal Accounting Officer)

Date: April 20, 2007

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