

Edgar Filing: ROADWAY CORP - Form 10-Q/A

ROADWAY CORP
Form 10-Q/A
August 13, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 March 23, 2002

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 000-32821

ROADWAY CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

34-1956254

(State or Other Jurisdiction
of Incorporation or Organization)

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

1077 Gorge Boulevard, Akron, Ohio

44310

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (330) 384-1717

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 .

The number of shares of common stock (\$.01 par value) outstanding as of April 20, 2002 was 19,369,885.

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Explanation of Amendment

Roadway Corporation (the "Company") is filing this Form 10-Q/A ("Form 10-Q/A") as Amendment No. 1 to the Company's quarterly report on Form 10-Q for the quarter ended March 23, 2002 that was filed with the Securities and Exchange Commission on May 3, 2002 ("Form 10-Q") for the purpose of adding the following Item 2 disclosure.

PART II OTHER INFORMATION

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

(c) During the first quarter of 2002, the Company issued 783 shares of its common stock, par value \$.01 per share ("Common Stock"), to members of the Company's medical board as compensation for their service to the Company. This issuance was exempt from the registration provisions of the Securities Act of 1933 pursuant to Section 4(2) of such Act for transactions not involving a public offering.

In addition, the Company issued 130 shares of Common Stock to participants under the Company's Union Stock Plan during the first quarter of 2002. Participants under the Union Stock Plan received the shares of Common Stock as compensation for prior services.

The Company also issued 27,482 shares of Common Stock to participants in the Company's Employee Stock Purchase Plan. Participants under the Employee Stock Purchase Plan purchased the shares of Common Stock from the Company in monthly installments at a price of 85% of the market value of the Common Stock on the last trading day of each month.

The Company issued the shares under the Union Stock Plan and Employee Stock Purchase Plan in unregistered transactions without valid exemptions from the registration provisions of the Securities Act. The Company plans to register future issuances under the Union Stock Plan and Employee Stock Purchase Plan on Forms S-8 and intends to conduct a rescission offer which will entitle the purchasers of these shares of Common Stock to a return of the consideration paid for their stock.

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.

August 13, 2002 By: /s/ J. Dawson Cunningham

J. Dawson Cunningham
Executive Vice President and Chief Financial Officer

