

BENCHMARK ELECTRONICS INC
Form 10-Q/A
August 08, 2017

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

FORM 10 Q/A

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2017

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 10560

BENCHMARK ELECTRONICS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|---|---|
| | Texas | 74 2211011 |
| | (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| | 4141 N. Scottsdale Road, Ste. 300 | 85251 |
| | Scottsdale, Arizona | (Zip Code) |
| | (Address of principal executive offices) | |
| | | |

(480) 372-4365

(Registrant's telephone number, including area code)

3000 Technology Drive, Angleton, Texas 77515

(Former name, former address and former fiscal year, if changed since last report)

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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) 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 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," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | |
|--|--|
| Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |
| Emerging growth company <input type="checkbox"/> | |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of August 7, 2017, there were 49,924,169 shares of Common Stock of Benchmark Electronics, Inc., par value \$0.10 per share, outstanding.

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EXPLANATORY NOTE

This Amendment No. 1 to Quarterly Report on Form 10-Q/A (this Amended Report) is being filed with the Securities and Exchange Commission to amend the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017 (the Original 10-Q) of Benchmark Electronics, Inc., solely to furnish XBRL (eXtensible Business Reporting Language) documents under Exhibit 101.

Except for the foregoing, this Amended Report speaks as of the filing date of the Original 10-Q and does not update or discuss any other Company developments after the date of the Original 10-Q. This Amended Report restates only those portions of the Original 10-Q affected by the above changes.

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 on August 8, 2017.

| | |
|--|---------------------------------------|
| | BENCHMARK ELECTRONICS, INC. |
| | (Registrant) |
| | By: <u>/s/ Paul J. Tufano</u> |
| | Paul J. Tufano |
| | President and Chief Executive Officer |
| | (Principal Executive Officer) |
| | |
| | By: <u>/s/ Donald F. Adam</u> |
| | Donald F. Adam |
| | Chief Financial Officer |
| | (Principal Financial Officer) |

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description of Exhibit</u> |
|------------------------------|--|
| 3.1 | Restated Certificate of Formation of the Company dated May 17, 2016 (incorporated by reference to Exhibit 3.1 to the Company's report on Form 8-K filed with the SEC on May 17, 2016) (the 8-K) (Commission file number 1-10560) |
| 3.2 | Amended and Restated Bylaws of the Company dated May 11, 2016 (incorporated by reference to Exhibit 3.2 to the 8-K) |
| 4.1 | Specimen form of certificate evidencing the Common Shares (incorporated by reference to Exhibit 4.1 to the Company's quarterly report on Form 10-Q filed with the SEC on November 7, 2014) (Commission file number 1-10560) |
| 10.1* | Agreement between the Company and Jon King, dated as of May 15, 2017. |
| 31.1* | Section 302 Certification of Chief Executive Officer |
| 31.2* | Section 302 Certification of Chief Financial Officer |
| 32.1* | Section 1350 Certification of Chief Executive Officer |
| 32.2* | Section 1350 Certification of Chief Financial Officer |
| 101.INS(1) | XBRL Instance Document |
| 101.SCH(1) | XBRL Taxonomy Extension Schema Document |
| 101.CAL(1) | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.LAB(1) | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE(1) | XBRL Taxonomy Extension Presentation Linkbase Document |
| 101.DEF(1) | XBRL Taxonomy Extension Definition Linkbase Document |

* Filed herewith.

⁽¹⁾ XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is not deemed filed for purposes of section 18 of the Exchange Act, and otherwise is not subject to liability under these sections.