

VALUE LINE INC
Form 10-K/A
August 18, 2006

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

AMENDMENT NO. 1
TO
FORM 10-K

(Mark One)

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

For the fiscal year ended April 30, 2006

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: 0-11306

VALUE LINE, INC.

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation or organization)

13-3139843

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

220 East 42nd Street, New York, New York
(Address of principal executive offices)

10017-5891
(Zip Code)

Registrant's telephone number, including area code (212) 907-1500

Securities registered pursuant to Section 12(b) of the Act: Common Stock, \$.10 par value

Name of each exchange on which registered: NASDAQ Stock Market, LLC

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 Section 15(d) of the Act.
 Yes No

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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. x Yes o No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulations S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, indefinite proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

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 o

Accelerated filer o

Non-accelerated filer x

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

The aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates at October 31, 2005, was \$52,672,152.

There were 9,981,600 shares of the registrant's Common Stock outstanding at June 30, 2006.

DOCUMENTS INCORPORATED BY REFERENCE

None

PART III

Item 11. EXECUTIVE COMPENSATION.

SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the compensation for services in all capacities to the Company for the fiscal years ended April 30, 2006, 2005, and 2004 of the chief executive officer of the Company and the four most highly compensated executive officers other than the chief executive.

| Name and Principal Position | Fiscal Year | Annual Compensation | | All Other Compensation (a) (\$) |
|---|----------------|---------------------|------------|---------------------------------------|
| | | Salary (\$) | Bonus (\$) | |
| Jean B. Buttner Chairman of the Board and Chief Executive Officer | 2006 | 931,045 | -- | 19,880 |
| | 2005 | 917,286 | -- | 18,086 |
| | 2004 | 917,286 | -- | 16,814 |
| Samuel Eisenstadt Senior Vice President and Research Chairman | 2006 | 140,983 | 125,000 | 16,213 |
| | 2005 | 138,900 | 125,000 | 14,571 |
| | 2004 | 138,900 | 125,000 | 13,890 |
| David T. Henigson Vice President | 2006 | 380,363 | -- | 24,150 |
| | 2005 | 111,175 | 207,500 | 11,662 |
| | 2004 | 100,000 | 415,000 | 10,000 |
| Howard A. Brecher Vice President | 2006 | 50,750 | 400,000 | 5,836 |
| | 2005 | 50,000 | 400,000 | 5,245 |
| | 2004 | 50,000 | 400,000 | 5,000 |
| Stephen R. Anastasio Treasurer | 2006 | 113,256 | 45,600 | 13,024 |
| | 2005 | 100,000 | 58,800 | 10,247 |
| | 2004 | 100,000 | 120,000 | 10,000 |

(a) Employees of the Company are members of the Value Line Profit Sharing and Savings Plan (the "Plan"). The Plan provides for a discretionary annual contribution out of net operating income which is (subject to legal limitations) proportionate to the salaries of eligible employees. The Company's contribution expense was \$1,244,000 for the year ended April 30, 2006. Each employee's interest in the Plan is invested in such proportions as the employee may elect in shares of one or more of the mutual funds which are available for investment by plan participants, for which the Company acts as investment adviser. Distributions under the Plan vest in accordance with a schedule based upon the employee's length of service and are payable upon request at the time of the employee's retirement, death, total disability, or termination of employment.

Compensation of Directors

A director who is also an employee of the Company receives no compensation for his service on the Board in addition to that compensation which he receives as an employee. Effective January 12, 2006, a director who is not an employee of the Company is paid a director's fee of \$25,000 per year. Members of the Audit Committee are paid an additional fee of \$20,000 per year. Prior to January 2006, a director who was not an employee of the Company was paid a director's fee of \$3,000 per year plus \$1,750 for each Board meeting attended and \$2,500 for each Audit Committee meeting attended.

Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee at the conclusion of the fiscal year ended April 30, 2006 were Herbert Pardes, M.D., Marion N. Ruth and Edward J. Shanahan. From May 1, 2005, until January 12, 2006, the Compensation Committee consisted of Edward J. Shanahan, Howard A. Brecher and David T. Henigson although no Compensation Committee meetings were held nor actions taken from July 15, 2005 to January 12, 2006. During such fiscal year, Messrs. Brecher and Henigson each served as an officer and director of the Company and each of its subsidiaries. Each of such individuals also served as an officer and director of Arnold Bernhard & Co., Inc. Certain relationships between the Company and Arnold Bernhard & Co., Inc. are described within the Form 10-K filed July 28, 2006. Jean B. Buttner, the Chairman, President and Chief Executive Officer of the Company, is a Trustee of Choate Rosemary Hall of which Mr. Shanahan is the President and Headmaster.

Item 12. Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information as of June 30, 2006 (except as noted in note 2 below) as to shares of the Company's Common Stock held by persons known to the Company to be the beneficial owners of more than 5% of the Company's Common Stock.

| Name and Address of Beneficial Owner | Number of Shares Beneficially Owned | Percentage of Shares Beneficially Owned(1) |
|---|--|---|
| Arnold Bernhard & Co., Inc.(1) 220 East 42nd Street New York, NY 10017 | 8,631,032 | 86.47% |
| Wellington Management Company, LLC (2) 75 State Street Boston, MA 02109 | 541,083 | 5.15% |

(1) Jean Bernhard Buttner, Chairman of the Board, President and Chief Executive Officer of the Company, owns all of the outstanding voting stock of Arnold Bernhard & Co., Inc.

(2) Reflects beneficial ownership reported by Wellington Management Company, LLP in a Schedule 13G filed with the Securities and Exchange Commission on February 14, 2006. Wellington Management stated in its Schedule 13G that it was reporting in its capacity as investment adviser, that the subject securities were owned of record by clients of Wellington Management and that those clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to Form 10-K for the fiscal year ended April 30, 2006, to be signed on its behalf by the undersigned, thereunto duly authorized.

VALUE LINE, INC.
(Registrant)

By: /s/ Jean Bernhard Buttner

Jean Bernhard Buttner
Chairman & Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 to Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: /s/ Jean Bernhard Buttner

Jean Bernhard Buttner
Chairman & Chief Executive Officer

By: /s/ Mitchell E. Appel

Mitchell E. Appel
Chief Financial Officer

Dated: August 18, 2006

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to Form 10-K for the fiscal year ended April 30, 2006, to be signed on its behalf by the undersigned as Directors of the Registrant.

/s/ Jean Bernhard Buttner
Jean Bernhard Buttner

/s/ Howard A. Brecher
Howard A. Brecher

/s/ Marion N. Ruth
Marion N. Ruth

/s/ Samuel Eisenstadt
Samuel Eisenstadt

/s/ Edward J. Shanahan
Edward J. Shanahan

/s/ David T. Henigson
David T. Henigson

/s/ Dr. Herbert Pardes
Dr. Herbert Pardes

/s/ Edgar A. Buttner
Edgar A. Buttner

Dated: August 18, 2006