

BRIDGFORD FOODS CORP
Form 10-K/A
February 09, 2018

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

For the fiscal year ended November 3, 2017

Commission file number: 000-02396

BRIDGFORD FOODS CORPORATION

(Exact name of Registrant as specified in its charter)

California 95-1778176
(State of (I.R.S. Employer
incorporation) Identification No.)

1308 North Patt Street

Anaheim, California 92801

(Address of principal executive offices)

(714) 526-5533

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: Common Stock, par value \$1.00 per share, the NASDAQ Stock Market LLC.

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [] No [X]

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [] No [X]

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 [X] 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 [X] 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

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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, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer []

Accelerated filer []

Non-accelerated filer [] (Do not check if a smaller reporting company)

Smaller reporting company [X]

Emerging growth company []

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 [X]

The aggregate market value of voting stock held by non-affiliates of the registrant on April 14, 2017 was \$19,081,000.

As of January 12, 2018, there were 9,076,832 shares of common stock outstanding.

Documents Incorporated By Reference: None.

EXPLANATORY NOTE – EXHIBIT FILING ONLY

Bridgford Foods Corporation (collectively with its subsidiaries, “Bridgford”) is filing this Amendment No. 1 (the “Amendment”) to its Annual Report on Form 10-K for the fiscal year ended November 3, 2017, as originally filed with the Securities and Exchange Commission on January 12, 2018 (the “Original Filing”), for the sole purpose of filing the Amended and Restated Bylaws approved by the shareholders on July 12, 2017 as Exhibit 3.7 in place of the superseded Bylaws referenced as Exhibits 3.7 and 3.8 to the Original Report. No other changes have been made to the Original Filing, the financial statements or any other exhibits.

This Amendment does not reflect events occurring after the date of the Original Filing or modify or update any disclosures that may have been affected by subsequent events.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(3) Exhibits

(a) The exhibits below are filed or incorporated herein by reference.

| Exhibit Number | Description |
|-----------------------|---|
| 3.5 | Restated Articles of Incorporation, dated December 29, 1989 (filed as Exhibit 3.5 to Form 10-K on January 28, 1993 and incorporated herein by reference). |
| 3.6 | Amendment to Articles of Incorporation, dated July 27, 1990 (filed as Exhibit 3.6 to Form 10-K on January 28, 1993 and incorporated herein by reference). |
| 3.7+ | <u>Amended and Restated Bylaws, effective July 12, 2017.</u> |
| 10.1 | Bridgford Foods Corporation Defined Benefit Pension Plan (filed as Exhibit 10.1 to Form 10-K on January 28, 1993 and incorporated herein by reference).* |
| 10.2 | Bridgford Foods Corporation Supplemental Executive Retirement Plan (filed as Exhibit 10.2 to Form 10-K on January 28, 1993 and incorporated herein by reference).* |
| 10.3 | Bridgford Foods Corporation Deferred Compensation Savings Plan (filed as Exhibit 10.3 to Form 10-K on January 28, 1993 and incorporated herein by reference).* |
| 21.1 | <u>Subsidiaries of the Registrant (filed as Exhibit 21.1 to Form 10-K on January 12, 2018, and incorporated herein by reference).</u> |
| 24.1 | <u>Power of Attorney (filed as Exhibit 24.1 to Form 10-K on January 12, 2018, and incorporated herein by reference).</u> |
| 31.1+ | <u>Certification of Principal Executive Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> |
| 31.2+ | <u>Certification of Principal Financial Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> |
| 32.1 | <u>Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Principal Executive Officer) (filed as Exhibit 32.1 to Form 10-K on January 12, 2018, and incorporated herein by reference).</u> |
| 32.2 | <u>Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Principal Financial Officer) (filed as Exhibit 32.2 to Form 10-K on January 12, 2018, and incorporated herein by reference).</u> |
| 101.INS | XBRL Instance Document (filed as Exhibit 101.INS to Form 10-K on January 12, 2018, and incorporated herein by reference). |
| 101.SCH | XBRL Taxonomy Extension Schema Document (filed as Exhibit 101.SCH to Form 10-K on January 12, 2018, and incorporated herein by reference). |
| 101.CAL | |

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- XBRL Taxonomy Extension Calculation Linkbase Document (filed as Exhibit 101.CAL to Form 10-K on January 12, 2018, and incorporated herein by reference).
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document (filed as Exhibit 101.DEF to Form 10-K on January 12, 2018, and incorporated herein by reference).
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document (filed as Exhibit 101.LAB to Form 10-K on January 12, 2018, and incorporated herein by reference).
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document (filed as Exhibit 101.PRE to Form 10-K on January 12, 2018, and incorporated herein by reference).

* Each of these Exhibits constitutes a management contract, compensatory plan or arrangement.

+ Filed herewith.

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 on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

BRIDGFORD FOODS
CORPORATION

By: /s/ *WILLIAM L. BRIDGFORD*

William L. Bridgford

Chairman of the Board

Date: February 9, 2018

