

PATRICK INDUSTRIES INC  
Form 10-K/A  
October 02, 2009

**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 December 31, 2008**

**Commission file number 000-03922**

**PATRICK INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

**INDIANA**

(State or other jurisdiction of  
incorporation or organization)

**35-1057796**

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

**107 W. FRANKLIN STREET, P.O. Box 638, ELKHART, IN**  
(Address of principal executive offices)

**46515**  
(Zip Code)

**(574) 294-7511**

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

Common stock, without par value  
(Title of each class)

Nasdaq Stock Market LLC  
(Name of each exchange on which registered)

**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 Exchange Act. Yes  No

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 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 incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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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 and smaller reporting company in Rule 12b-2 of the Exchange Act. Large accelerated filer  Accelerated filer  Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

The aggregate market value of the voting stock held by non-affiliates of the registrant on June 27, 2008 (based upon the closing price on the Nasdaq Stock Market LLC and an estimate that 39.6% of the shares are owned by non-affiliates) was \$23,194,490. The closing market price was \$6.50 on that day and 9,018,618 shares of the Company's common stock were outstanding.

There were 9,162,189 shares of the registrant's common stock outstanding, as of the latest practicable date, September 23, 2009.

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**EXPLANATORY NOTE**

This amendment on Form 10-K/A ( Amendment No. 1 ) constitutes an amendment to the registrant s Annual Report on Form 10-K for the fiscal year ended December 31, 2008, which was originally filed with the Securities and Exchange Commission ( SEC ) on April 15, 2009.

Amendment No. 1 is being filed solely for the purpose of correcting an inadvertent omission of the reference to the certifying officers responsibility for establishing and maintaining internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) in the Certifications attached as Exhibit 31.1 and Exhibit 31.2.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, new certifications of our principal executive officer and principal financial officer are being filed as exhibits to this Amendment No. 1. Except for the matter describe above, this amendment does not change any previously reported financial results, modify or update disclosures in the Form 10-K, or reflect events occurring after the date of the filing of the Form 10-K. Accordingly, this Form 10-K/A should be read in conjunction with our Form 10-K as originally filed and our filings with the SEC subsequent to the filing of our Form 10-K.

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**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

Exhibit Number	Exhibits
31.1*	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer.
31.2*	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Chief Financial Officer.

\*Filed herewith.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Company as duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**PATRICK INDUSTRIES, INC.**

(Company)

Date: October 2, 2009

By: /s/Todd M. Cleveland

Todd M. Cleveland

Chief Executive Officer

Date: October 2, 2009

By: /s/Andy L. Nemeth

Andy L. Nemeth

Executive Vice President-Finance and  
Chief Financial Officer

Date: October 2, 2009

By: /s/Darin R. Schaeffer

Darin R. Schaeffer

Vice President and Corporate Controller  
(Principal Accounting Officer)

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