

TOTAL SYSTEM SERVICES INC

Form 10-K/A

April 28, 2005

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**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, 2004

Commission file number 1-10254

TOTAL SYSTEM SERVICES, INC.

(Exact Name of Registrant as specified in its charter)

Georgia
(State or other jurisdiction of incorporation or organization)

58-1493818
(I.R.S. Employer Identification No.)

1600 First Avenue
Columbus, Georgia
(Address of principal executive offices)
(Registrant's telephone number, including area code)

31901
(Zip Code)
(706) 649-5220

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

| <u>Title of each class</u> | <u>Name of each exchange on which registered</u> |
|-------------------------------|--|
| Common Stock, \$.10 Par Value | New York Stock Exchange |

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

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, 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.

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

YES NO

As of February 10, 2005, 196,848,529 shares of the \$.10 par value common stock of Total System Services, Inc. were outstanding. The aggregate market value of the shares of \$.10 par value common stock of Total System Services, Inc. held by nonaffiliates on December 31, 2004 was approximately \$588,657,000 (based upon the closing price of such stock on June 30, 2004).

DOCUMENTS INCORPORATED BY REFERENCE

| Incorporated Documents | Form 10-K Reference Locations |
|---|--------------------------------------|
| Portions of the Annual Report to Shareholders for the year ended December 31, 2004 (Annual Report) | Parts I, II, III and IV |
| Portions of the 2005 Proxy Statement for the Annual Meeting of Shareholders to be held April 21, 2005 (Proxy Statement) | Part III |

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EX-99.1 ANNUAL REPORT / EMPLOYEE STOCK PURCHASE PLAN

EX-99.2 ANNUAL REPORT / DIRECTOR STOCK PURCHASE PLAN

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The undersigned registrant hereby amends Item 15 of its Annual Report on Form 10-K for the year ended December 31, 2004 by adding Exhibit 99.1, the Annual Report on Form 11-K for the Total System Services, Inc. Employee Stock Purchase Plan for the year ended December 31, 2004, and by adding Exhibit 99.2, the Annual Report on Form 11-K for the Total System Services, Inc. Director Stock Purchase Plan for the year ended December 31, 2004, as set forth below and in the attached exhibits.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) 1. *Financial Statements*

The following consolidated financial statements of TSYS are incorporated by reference from pages 48 through 76 of the Annual Report.

Consolidated Balance Sheets - December 31, 2004 and 2003.

Consolidated Statements of Income - Years Ended December 31, 2004, 2003 and 2002.

Consolidated Statements of Cash Flows - Years Ended December 31, 2004, 2003 and 2002.

Consolidated Statements of Shareholders' Equity and Comprehensive Income - Years Ended December 31, 2004, 2003 and 2002.

Notes to Consolidated Financial Statements.

Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements.

Report of Independent Registered Public Accounting Firm on Management's Assessment of Internal Controls.

Management's Report on Internal Control Over Financial Reporting.

2. *Financial Statement Schedules*

The following report of independent registered public accounting firm and consolidated financial statement schedule of TSYS are included:

Report of Independent Registered Public Accounting Firm.

Schedule II - Valuation and Qualifying Accounts - Years Ended December 31, 2004, 2003 and 2002.

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All other schedules are omitted because they are inapplicable or the required information is included in the consolidated financial statements and notes thereto.

3. Exhibits

The following exhibits are filed herewith or are incorporated to other documents previously filed with the Securities and Exchange Commission. Exhibits 10.1 through 10.24 pertain to executive compensation plans and arrangements. With the exception of those portions of the Annual Report and Proxy Statement that are expressly incorporated by reference in this Form 10-K, such documents are not to be deemed filed as part of this Form 10-K.

Exhibit

Number Description

3.1 Articles of Incorporation of TSYS, as amended, incorporated by reference to Exhibit 4.1 of TSYS Registration Statement on Form S-8 filed with the SEC on April 18, 1997 (File No. 333-25401).

3.2 Bylaws of TSYS, as amended, incorporated by reference to Exhibit 3.1 of TSYS Current Report on Form 8-K dated October 19, 2004, as filed with the SEC on October 19, 2004.

10. EXECUTIVE COMPENSATION PLANS AND ARRANGEMENTS

10.1 Director Stock Purchase Plan of TSYS, incorporated by reference to Exhibit 10.1 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 1999, as filed with the SEC on March 16, 2000.

10.2 Total System Services, Inc. 2002 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.2 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the SEC on March 19, 2002.

10.3 Synovus Financial Corp. 2002 Long-Term Incentive Plan in which executive officers of TSYS participate, incorporated by reference to Exhibit 10.3 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the SEC on March 19, 2002.

10.4 Synovus Financial Corp./Total System Services, Inc. Deferred Compensation Plan, incorporated by reference to Exhibit 10.4 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the SEC on March 19, 2002.

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- 10.5 Total System Services, Inc. 1992 Long-Term Incentive Plan, which was renamed the Total System Services, Inc. 2000 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.5 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the SEC on March 18, 1993.
- 10.6 Total System Services, Inc. Directors Deferred Compensation Plan, incorporated by reference to Exhibit 10.6 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the SEC on March 19, 2002.
- 10.7 Wage Continuation Agreement of TSYS, incorporated by reference to Exhibit 10.7 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the SEC on March 18, 1993.
- 10.8 Incentive Bonus Plan of Synovus Financial Corp. in which executive officers of TSYS participate, incorporated by reference to Exhibit 10.8 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the SEC on March 18, 1993.
- 10.9 Agreement in Connection With Personal Use of Company Aircraft, incorporated by reference to Exhibit 10.9 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 2003, as filed with the SEC on March 9, 2004.
- 10.10 Split Dollar Insurance Agreement of TSYS, incorporated by reference to Exhibit 10.10 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 1993, as filed with the SEC on March 22, 1994.
- 10.11 Synovus Financial Corp. 1994 Long-Term Incentive Plan in which executive officers of TSYS participate, incorporated by reference to Exhibit 10.11 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 1994, as filed with the SEC on March 9, 1995.
- 10.12 Synovus Financial Corp. Executive Bonus Plan in which executive officers of TSYS participate, incorporated by reference to Exhibit 10.12 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 1995, as filed with the SEC on March 19, 1996.
- 10.13 Change of Control Agreements for executive officers of TSYS, incorporated by reference to Exhibit 10.2 of TSYS Current Report on Form 8-K dated January 18, 2005, as filed with the SEC on January 20, 2005.

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- 10.14 Stock Option Agreement of Samuel A. Nunn, incorporated by reference to Exhibit 10.14 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 1996, as filed with the SEC on March 20, 1997.
- 10.15 Synovus Financial Corp. Deferred Stock Option Plan in which executive officers of TSYS participate, incorporated by reference to Exhibit 10.15 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the SEC on March 19, 2002.
- 10.16 Synovus Financial Corp. 2000 Long-Term Incentive Plan in which executive officers of TSYS participate, incorporated by reference to Exhibit 10.16 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 1999, as filed with the SEC on March 16, 2000.
- 10.17 Split Dollar Insurance Agreement and related Executive Benefit Substitution Agreement of Synovus Financial Corp. in which executive officers of TSYS participate, incorporated by reference to Exhibit 10.19 of TSYS Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the SEC on March 19, 2002.
- 10.18 Form of Stock Option Agreement for the Total System Services, Inc. 1992 (renamed 2000) and 2002 Long-Term Incentive Plans, incorporated by reference to Exhibit 10.1 of TSYS Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, as filed with the SEC on November 8, 2004.
- 10.19 Form of Stock Option Agreement for the: (i) Synovus Financial Corp. 1994 Long-Term Incentive Plan; (ii) Synovus Financial Corp. 2000 Long-Term Incentive Plan; and (iii) Synovus Financial Corp. 2002 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.2 of TSYS Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, as filed with the SEC on November 8, 2004.
- 10.20 Summary of Board of Directors Compensation for 2005, incorporated by reference to Exhibit 10.1 of TSYS Current Report on Form 8-K dated January 18, 2005, as filed with the SEC on January 20, 2005.
- 10.21 Form of Restricted Stock Award Agreement for the TSYS 2002 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 of TSYS Current Report on Form 8-K dated January 20, 2005, as filed with the SEC on January 25, 2005.

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- 10.22 Form of Performance-Based Restricted Stock Award Agreement for the TSYS 2002 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.2 of TSYS Current Report on Form 8-K dated January 20, 2005, as filed with the SEC on January 25, 2005.
- 10.23 Form of Non-Employee Director Restricted Stock Award Agreement for the TSYS 2002 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 of TSYS Current Report on Form 8-K dated February 1, 2005, as filed with the SEC on February 3, 2005.
- 10.24 Base Salaries of Named Executive Officers of TSYS.
- 13.1 Certain specified pages of TSYS 2004 Annual Report to Shareholders which are incorporated herein by reference.
- 21.1 Subsidiaries of Total System Services, Inc.
- 23.1* Consents of Independent Registered Public Accounting Firm.
- 24.1 Powers of Attorney contained on the signature pages of the 2004 Annual Report on Form 10-K.
- 31.1* Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2* Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 99.1* Annual Report on Form 11-K for the Total System Services, Inc. Employee Stock Purchase Plan for the year ended December 31, 2004.
- 99.2* Annual Report on Form 11-K for the Total System Services, Inc. Director Stock Purchase Plan for the year ended December 31, 2004.

* Filed herewith

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SIGNATURES

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

TOTAL SYSTEM SERVICES, INC.

April 26, 2005

By: /s/Philip W. Tomlinson

Philip W. Tomlinson,
Principal Executive Officer