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INTERVOICE INC
Form 10-K/A
March 18, 2003

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

FORM 10-K/A
(AMENDMENT NO. 2)

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

FOR THE FISCAL YEAR ENDED FEBRUARY 28, 2002

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 : 1-15045

INTERVOICE, INC.
(Exact name of registrant as specified in its charter)

TEXAS
(State of Incorporation)

75-1927578
(I.R.S. Employer
Identification Number)

17811 WATERVIEW PARKWAY
DALLAS, TEXAS
(Address of principal executive offices)

75252
(Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (972) 454-8000

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

TITLE OF EACH CLASS
COMMON STOCK, NO PAR VALUE
PREFERRED SHARE PURCHASE RIGHTS

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

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405 of Regulation S-K is not contained herein, and will not be contained, to the best of the 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. [X]

Aggregate Market Value of Common Stock held by Nonaffiliates as of May 24, 2002: \$122,569,978

Number of Shares of Common Stock Outstanding as of May 24, 2002: 34,047,216.

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THE ANNUAL REPORT ON FORM 10-K OF INTERVOICE, INC. (THE "COMPANY") FOR THE FISCAL YEAR ENDED FEBRUARY 28, 2002 IS HEREBY AMENDED IN ORDER TO RE-FILE THE COVER PAGE, PAGE 1, OF THE COMPANY'S AMENDED AND RESTATED ANNUAL REPORT ON FORM 10-K, FILED ON JUNE 28, 2002, THE TOP PORTION OF WHICH PAGE AS INITIALLY FILED DOES NOT APPEAR ON THE EDGAR SYSTEM DUE TO AN ERROR DURING THE EDGAR TRANSMISSION OF SUCH FILING. THE COMPANY'S AMENDED AND RESTATED ANNUAL REPORT ON FORM 10-K, FILED ON JUNE 28, 2002, IS ALSO AMENDED TO FILE EXHIBITS 99.3 AND 99.4, A REVISED EXHIBIT LIST AND THE ADDITIONAL CERTIFICATIONS REQUIRED BY THE SARBANES-OXLEY ACT OF 2002 IN CONNECTION WITH THIS AMENDMENT. THE REMAINDER OF THE INFORMATION CONTAINED IN THE COMPANY'S AMENDED AND RESTATED ANNUAL REPORT ON FORM 10-K, FILED ON JUNE 28, 2002, IS NOT AMENDED HEREBY, AND THE COMPANY HAS NOT UNDERTAKEN AND DOES NOT UNDERTAKE TO UPDATE SUCH INFORMATION BY MEANS OF THIS AMENDED ANNUAL REPORT ON FORM 10-K.

SIGNATURES

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

INTERVOICE, INC.

By: /s/ DAVID W. BRANDENBURG

David W. Brandenburg
Chief Executive Officer and Chairman

Dated: March 18, 2003

CERTIFICATIONS

I, David W. Brandenburg, certify that:

- 1. I have reviewed this annual report on Form 10-K of Intervoice, Inc.;
- 2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual

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report; and

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report.

Date: March 18, 2003

/s/ David W. Brandenburg

David W. Brandenburg
Chief Executive Officer and Chairman

CERTIFICATIONS

I, Rob-Roy J. Graham, certify that:

- 1. I have reviewed this annual report on Form 10-K of Intervoice, Inc.;
- 2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report; and
- 3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

Date: March 18, 2003

/s/ Rob-Roy J. Graham

Executive Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

Exhibit Number -----	Description -----
3.1	Articles of Incorporation, as amended, of Registrant. (2)
3.2	Amendment to Articles of Incorporation of Registrant. (9)
3.3	Second Restated Bylaws of Registrant, as amended. (1)
4.1	Third Amended and Restated Rights Agreement dated as of May 1, 2001 between the Registrant and Computershare Investor Services, LLC, as Rights Agent. (4)
4.2	Securities Purchase Agreement, dated as of May 29, 2002,

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- between the Registrant and the Buyers named therein (the "Securities Purchase Agreement"). (17)
- 4.3 Form of Convertible Note, dated as of May 29, 2002, between the Registrant and each of the Buyers under the Securities Purchase Agreement. (17)
- 4.4 Form of Warrant, dated as of May 29, 2002, between the Registrant and each of the Buyers under the Securities Purchase Agreement. (17)
- 4.5 Registration Rights Agreement, dated as of May 29, 2002, between the Registrant and each of the Buyers under the Securities Purchase Agreement. (17)
- 4.6 First Amendment to Third Amended and Restated Rights Agreement dated as of May 29, 2002, between the Registrant and Computershare Investor Services, LLC. (17)
- 10.1 The InterVoice, Inc. 1990 Incentive Stock Option Plan, as amended. (8)
- 10.2 The InterVoice, Inc. 1990 Nonqualified Stock Option Plan for Non-Employees, as amended. (3)
- 10.3 The InterVoice, Inc. Employee Stock Purchase Plan. (6)
- 10.4 InterVoice, Inc. Employee Savings Plan. (5)
- 10.5 InterVoice, Inc. Restricted Stock Plan. (7)
- 10.6 Employment Agreement dated as of September 16, 1998 between the Company and Rob-Roy J. Graham. (8)
- 10.7 InterVoice, Inc. 1998 Stock Option Plan. (8)
- 10.8 Acquisition Agreement and Plan of Merger dated as of April 27, 1999, by and among the Company, InterVoice Acquisition Subsidiary III, Inc. ("Acquisition Subsidiary") and Brite Voice Systems, Inc. (11)
- 10.9 Patent License Agreement between Lucent Technologies GRL Corp. and InterVoice Limited Partnership, effective as of October 1, 1999. Portions of this exhibit have been excluded pursuant to a request for confidential treatment. (9)
- 10.10 InterVoice-Brite, Inc. 1999 Stock Option Plan. (12)
- 10.11 Credit Agreement dated June 1, 1999 among InterVoice, Inc., InterVoice Acquisition Subsidiary III, Inc. and Bank of America National Trust and Savings Association, as "Agent", Banc of America Securities LLC and certain other financial institutions party to the Credit Agreement (collectively, "Lenders") incorporated by reference to Exhibit 99.(b)(1) of the Schedule 14D-1 (Amendment No. 4) filed by InterVoice, Inc. and InterVoice Acquisition Subsidiary III, Inc. on June 14, 1999. (11)
- 10.12 Forebearance Agreement dated as of March 7, 2002, by and among the Company, Brite Voice Systems, Inc., Bank of America, National Association, as agent, and the Lenders party thereto. (15)

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- 10.13 Consent and Amendment to Forebearance Agreement, dated as of March 31, 2002, by and among the Company, Brite Voice Systems, Inc., Bank of America, National Association, as agent, and the Lenders party thereto. (16)
- 10.14 Form of Commitment Letter dated May 29, 2002. (17)
- 10.15 Consent, Waiver and Third Amendment to Credit Agreement, effective as of May 29, 2002 among the Registrant, Brite Voice Systems, Inc. (successor by merger to InterVoice Acquisition Subsidiary III, Inc.), Bank of America, National Association (successor by merger to Bank of America National Trust and Savings Association), as Agent, and the other Lenders named therein. (17)

Exhibit Number -----	Description -----
10.16	Subordination and Intercreditor Agreement effective as of May 29, 2002 by and among the Registrant, the Buyers under the Securities Purchase Agreement, and Bank of America, National Association, as Agent for the Senior Creditors (defined therein). (17)
10.17	Promissory Note, dated May 29, 2002, executed by the Registrant in favor of Beal Bank, S.S.B. (17)
10.18	Deed of Trust, Security Agreement, and Assignment of Leases and Rents dated May 29, 2002, executed by the Registrant for the benefit of Beal Bank, S.S.B. (17)
10.19	First Amendment to Employment Agreement effective as of July 1, 2000, between the Company and Rob-Roy J. Graham. (10)
10.20	First Amendment to Credit Agreement effective as of January 15, 2001, between the Company, Agent and the Lenders. (13)
10.21	Consent and Second Amendment to Credit Agreement effective as of February 28, 2001, between the Company, Agent and the Lenders. (13)
10.22	Second Amendment to Employment Agreement dated as of October 31, 2001, between the Company and Rob-Roy J. Graham. (14)
10.23	Second Amended Employment Agreement dated as of February 18, 2002, between the Company and David W. Brandenburg. (18)
21	Subsidiaries. (18)
23	Consent of Independent Auditors. (20)
99.1	Pages 12, 13, 18, 38-40, 43 and 45 of the Registration Statement on Form S-4, as amended (incorporated by reference to page 12, 13, 18, 38-40, 43 and 45 of the Registration Statement on Form S-4/A (Amendment No. One) filed by the

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Company on July 13, 1999). (9)

- 99.2 Letter Agreement dated April 2, 2002 between the Company and a prospective purchaser of the Company's facilities in Wichita, Kansas. Portions of this exhibit have been excluded pursuant to a request for confidentiality treatment. (16)
- 99.3 Certification pursuant to 18 U.S.C. Section 1350, signed by David W. Brandenburg. (21)
- 99.4 Certification pursuant to 18 U.S.C. Section 1350, signed by Rob-Roy J. Graham. (21)

- (1) Incorporated by reference to exhibits to the Company's 1991 Annual Report on Form 10-K for the fiscal year ended February 28, 1991, filed with the Securities and Exchange Commission ("SEC") on May 29, 1991, as amended by Amendment No. 1 on Form 8 to Annual Report on Form 10-K, filed with the SEC on August 1, 1991.
- (2) Incorporated by reference to exhibits to the Company's 1995 Annual Report on Form 10-K for the fiscal year ended February 28, 1995, filed with the SEC on May 30, 1995.
- (3) Incorporated by reference to exhibits to the Company's Registration Statement on Form S-8 filed on April 6, 1994, with respect to the Company's 1990 Nonqualified Stock Option Plan for Non-Employees, Registration Number 33-77590.
- (4) Incorporated by reference to exhibits to Form 8-A/A (Amendment No. 3) filed with the SEC on May 9, 2001.
- (5) Incorporated by reference to exhibits to the Company's 1994 Annual Report on Form 10-K for the fiscal year ended February 28, 1994, filed with the SEC on May 31, 1994.
- (6) Incorporated by reference to exhibits to Registration Statement on Form S-8 filed with the SEC on November 30, 1998, Registration Number 333-68103.
- (7) Incorporated by reference to exhibits to the Company's 1996 Annual Report on Form 10-K for the fiscal year ended February 29, 1996, filed with the SEC on May 29, 1996.
- (8) Incorporated by reference to exhibits to the Company's Quarterly Report on Form 10-Q for the quarter ended August 31, 1998, filed with the SEC on October 14, 1998.
- (9) Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 1999, filed October 14, 1999.
- (10) Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2000, filed October 14, 2000.
- (11) Incorporated by reference to Registration Statement on Form S-4 filed with the SEC on July 13, 1999, Registration Number 333-79839.
- (12) Incorporated by reference to Registration Statement on Form S-8 filed with

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the SEC on October 15, 1999, Registration Number 333-89127.

- (13) Incorporated by reference to exhibits to the Company's 2001 Annual Report on Form 10-K for the fiscal year ended February 28, 2001, filed with the SEC on May 18, 2001.
- (14) Incorporated by reference to exhibits to the Company's Quarterly Report on Form 10-Q for the quarter ended November 30, 2001, filed January 11, 2002.
- (15) Incorporated by reference to exhibits to the Company's Current Report on Form 8-K, filed with the SEC on March 13, 2002.
- (16) Incorporated by reference to exhibits to the Company's Current Report on Form 8-K, filed with the SEC on April 18, 2002.
- (17) Incorporated by reference to exhibits to the Company's Current Report on Form 8-K, filed with the SEC on May 30, 2002.
- (18) Incorporated by reference to exhibits to the Company's 2002 Annual Report on Form 10-K for the fiscal year ended February 28, 2002, filed with the SEC on May 30, 2002.
- (19) Incorporated by reference to exhibits to the Company's amended and restated 2002 Annual Report on Form 10-K/A (Amendment No. 1) for the fiscal year ended February 28, 2002, filed with the SEC on June 28, 2002.
- (20) Previously filed.
- (21) Filed herewith.