

KEWAUNEE SCIENTIFIC CORP /DE/  
Form 10-Q/A  
September 28, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q/A**

**(Amendment No. 1)**

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

**For the quarterly period ended July 31, 2012**

**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 0-5286**

**KEWAUNEE SCIENTIFIC CORPORATION**

**(Exact name of registrant as specified in its charter)**

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|  |   |
|--|---|
| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation or organization) | <b>38-0715562</b><br>(IRS Employer<br>Identification No.) |
| <b>2700 West Front Street</b>  |   |
| <b>Statesville, North Carolina</b><br>(Address of principal executive offices)       | <b>28677-2927</b><br>(Zip Code)                           |
| <b>Registrant's telephone number, including area code: (704) 873-7202</b>            |   |

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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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 definition of large accelerated filer, accelerated filer, and smaller reporting 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

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

As of September 10, 2012, the registrant had outstanding 2,587,271 shares of Common Stock.

**Explanatory Note**

The purpose of this Amendment No. 1 on Form 10 Q/A (this Amendment ) to our Quarterly Report on Form 10-Q for the period ended July 31, 2012 filed with the Securities and Exchange Commission on September 14, 2012 (the Original Report ), is solely to furnish a revised Exhibit 101 to the Original Report in accordance with Rule 405 of Regulation S-T. The interactive data files on Exhibit 101 previously filed did not have the required levels 1-3 tagging.

This Amendment does not otherwise change or update the disclosures set forth in the Original Report and does not otherwise reflect events occurring after the filing of the Original Report.

Pursuant to Rule 406T of Regulation S T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Act of 1934, as amended, and otherwise are not subject to liability under those sections.

PART II. OTHER INFORMATION

**Item 6. Exhibits**

- 3.0 ByLaws of the Company as amended August 22, 2012. <sup>(1)</sup>
- 10.1 Kewaunee Scientific Corporation Fiscal Year 2013 Incentive Bonus Plan. <sup>\*(1)</sup>
- 10.2 Amendment No. 2 to Amended and Restated Loan and Security Agreement dated as of August 3, 2012. <sup>(1)</sup>
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. <sup>(1)</sup>
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. <sup>(1)</sup>
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. <sup>(1)</sup>
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. <sup>(1)</sup>
- 101.INS XBRL Instance Document <sup>(2)</sup>
- 101.SCH XBRL Taxonomy Extension Schema Document <sup>(2)</sup>
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document <sup>(2)</sup>
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document <sup>(2)</sup>
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document <sup>(2)</sup>

\* The referenced exhibit is a management contract or compensatory plan or arrangement.

(1) Previously filed or furnished with our Quarterly Report on Form 10-Q filed September 14, 2012.

(2) Furnished herewith.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

KEWAUNEE SCIENTIFIC CORPORATION

(Registrant)

Date: September 28, 2012

By /s/ D. Michael Parker  
D. Michael Parker

Senior Vice President, Finance and Chief Financial Officer

(Principal Financial Officer)