

Edgar Filing: BOOKS A MILLION INC - Form 8-K

BOOKS A MILLION INC
Form 8-K
September 22, 2005

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) September 20, 2005

Books-A-Million, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| DELAWARE | 0-20664 | 63-0798460 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 402 Industrial Lane, Birmingham, Alabama | 35211 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code (205) 942-3737

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 3 - Securities and Trading Markets

Item 3.01 Notice of Delisting or Failure to Satisfy a Continuing Listing Rule or Standard; Transfer of Listing.

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On September 20, 2005, Books-A-Million, Inc. (the "Company") received a notification from the staff of The Nasdaq Stock Market that, due to the Company's failure to file on a timely basis its quarterly report on Form 10-Q for the 13 weeks ended July 30, 2005, as required by Nasdaq Marketplace Rule 4310(c)(14), the Company's common stock is subject to potential delisting from The Nasdaq Stock Market at the opening of business on September 29, 2005. The Company will request a hearing before a Nasdaq Listing Qualifications Panel (the "Panel") to ask for a waiver of the compliance failure until the Company files its Form 10-Q for the 13 weeks ended July 30, 2005. The Company intends to become current in its filing obligations as soon as possible. The Company previously announced that it would not be able to file its Form 10-Q for the 13 weeks ended July 30, 2005, as a result of management's ongoing evaluation of the Company's internal control over financial reporting for such period. The Company's appeal to the Panel will automatically stay the delisting of its common stock pending the Panel's review and determination. There can be no assurance that the Panel will grant the Company's request for continued listing. The Company's stock will remain listed on The Nasdaq National Market under the trading symbol "BAMME" during the pendency of the Panel's review and determination.

Section 7 - Regulation FD

Item 7.01 Regulation FD Disclosure.

On September 21, 2005, the Company issued a press release advising that it had received a notification of potential delisting from the staff of The Nasdaq Stock Market, Inc. Attached hereto as Exhibit 99.1 is a copy of the Company's press release, which is hereby incorporated by reference.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

| | | |
|------|-------------|--|
| (c) | Exhibits. | |
| | Exhibit No. | Document Description |
| 99.1 | | Press Release dated September 21, 2005 |

SIGNATURES

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

BOOKS-A-MILLION, INC.
(Registrant)

Date: September 21, 2005

/s/ Richard S. Wallington
(Signature)

Name: Richard S. Wallington

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Title: Chief Financial Officer