

CERTEGY INC
Form 10-K/A
February 26, 2003

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

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

For the fiscal year ended December 31, 2002

or

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

For the transition period from _____ to _____

Commission File No. 001-16427

CERTEGY INC.

(Exact name of registrant as specified in its charter)

Georgia

(State or other jurisdiction of incorporation or organization)

58-2606325

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

**11720 Amber Park Drive
Alpharetta, Georgia**

(Address of principal executive offices)

30004

(Zip Code)

(678) 867-8000

(Registrant's telephone number, including area code)

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

Title of each class:

Name of each exchange on which registered:

Common Stock, par value \$0.01 per share

Common Stock Purchase Rights

New York Stock Exchange

New York Stock Exchange

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

None

(Title of Class)

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 ý No o

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

Based on the closing sale price of \$37.11 as reported by the New York Stock Exchange on June 28, 2002, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's common stock held by nonaffiliates was \$2,550,636,022. The number of shares outstanding of the registrant's common stock, \$0.01 par value per share, was 66,409,629 as of January 31, 2003.

Explanatory Note

This Amendment No. 1 to the Annual Report on Form 10-K (the "Form 10-K") of Certegy Inc. (the "Company") for the fiscal year ended December 31, 2002 is being filed for the purpose of correcting 1) one sentence of the disclosure under the heading "Significance of Certain Customer Relationships" appearing in Item 1 "Business," 2) one sentence of the disclosure under the heading "Seasonality, Inflation, and Economic Downturns" appearing in Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations," and 3) one sentence in the subsection "Earnings Per Share" of Note 2 "Significant Accounting Policies" under the heading "Notes to Consolidated Financial Statements" appearing in Item 8 "Financial Statements and Supplementary Data," which disclosures were inadvertently misstated in the Company's original filing. All other information in the original filing remains unchanged.

PART I

* * *

ITEM 1. BUSINESS

* * *

Significance of Certain Customer Relationships

* * *

The second sentence of this subsection should read, "As a result, approximately 21.6 percent of our consolidated revenues are derived from their member institutions, although no single institution accounts for a material portion of our revenues."

* * *

PART II

* * *

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

* * *

Seasonality, Inflation, and Economic Downturns

* * *

The eleventh sentence in the second paragraph of this subsection should read, "Our Brazilian operations had net assets of approximately \$87.7 million, which reflects a reduction of \$116.3 million as a result of cumulative foreign currency translation losses, at December 31, 2002."

* * *

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

* * *

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

* * *

Note 2 Significant Accounting Policies

* * *

Earnings Per Share

* * *

The second sentence in the second paragraph of this subsection should read, "Diluted weighted average shares outstanding in 2002 excludes approximately 1.358 million weighted average shares since these shares were antidilutive."

* * *

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SIGNATURES

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

Date: February 26, 2003

CERTEGY INC.

By: /s/ LEE A. KENNEDY

Lee A. Kennedy
*Chairman, President and
Chief Executive Officer*

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CERTIFICATION

I, Lee A. Kennedy, certify that:

1.

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I have reviewed this annual report on Form 10-K of Certegy 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;

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;

4.

The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a)

designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

b)

evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

c)

presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5.

The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a)

all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b)

any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6.

The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: February 26, 2003

/s/ LEE A. KENNEDY

Lee A. Kennedy
Chairman, President, and
Chief Executive Officer

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CERTIFICATION

I, Michael T. Vollkommer, certify that:

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1. I have reviewed this annual report on Form 10-K of Certegy 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;
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;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: February 26, 2003

/s/ MICHAEL T. VOLLKOMMER

Michael T. Vollkommer
Corporate Vice President and
Chief Financial Officer

EXHIBIT INDEX

The following Exhibits are being filed with this amendment to report.

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| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Certification of Lee A. Kennedy, Chief Executive Officer of Certegy Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 99.2 | Certification of Michael T. Vollkommer, Chief Financial Officer of Certegy Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

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Explanatory Note

PART I

ITEM 1. BUSINESS

PART II

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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