

UNIVERSAL TECHNICAL INSTITUTE INC  
Form 10-Q/A  
February 02, 2012

**U. S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**Form 10-Q/A  
Amendment No. 1**

*(Mark One)*

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

**For the quarterly period ended March 31, 2011**

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

**Commission File Number 1-31923**

**UNIVERSAL TECHNICAL INSTITUTE, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**

**86-0226984**

(State or other jurisdiction of  
incorporation or organization)

(IRS Employer Identification No.)

**16220 North Scottsdale Road, Suite 100  
Scottsdale, Arizona 85254**

(Address of principal executive offices)

**(623) 445-9500**

(Registrant's telephone number, including area code)

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 the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller  
reporting company)

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

At April 28, 2011, there were 24,447,433 shares outstanding of the registrant's common stock.



### **EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-Q/A (this Amendment No. 1) amends the quarterly report on Form 10-Q of Universal Technical Institute, Inc. (the Company) for the quarterly period ended March 31, 2011 (the Original Report), filed with the Securities and Exchange Commission on May 4, 2011. This Amendment No. 1 is being filed to include Item 5 of Part II of Form 10-Q to provide information concerning the Board's determination of the frequency with which the Company will hold a non-binding shareholder advisory vote to approve the Company's compensation of its named executive officers in the Company's proxy materials that was required to be disclosed in a Current Report on Form 8-K but was not reported.

Other than the foregoing and the recently-dated certifications of the Company, as required by Rule 12b-15 under the Securities Exchange Act of 1934, no other changes have been made to the Company's Original Report. This Amendment No. 1 continues to speak as of the period ending date in the Original Report of the Form 10-Q and does not reflect events occurring after the filing of the Original Report.

### **PART II. OTHER INFORMATION**

#### **Item 5. OTHER INFORMATION.**

On February 23, 2011 at the 2011 Annual Meeting of Stockholders (the Annual Meeting), the stockholders of the Company, by a plurality, had voted and approved a three-year frequency for the advisory vote on the compensation of the named executive officers as disclosed in the proxy materials (a say-on-pay vote). Immediately after the Annual Meeting, the Company's Board of Directors determined that the Company will follow the stockholders advisory vote recommendation and hold its say-on-pay vote every three years. The Company will, therefore, hold a non-binding shareholder advisory vote on the frequency with which the Company should hold future say-on-pay votes in 2014.

**Item 6. EXHIBITS**

<b>Number</b>	<b>Description</b>
10.1	Employment Agreement, dated March 7, 2011, between the Company and Kimberly J. McWaters. (Incorporated by reference to the Form 8-K filed by the Registrant on March 8, 2011).
10.2	Employment Agreement, dated March 7, 2011, between the Company and Eugene S. Putnam, Jr. (Incorporated by reference to the Form 8-K filed by the Registrant on March 8, 2011).
10.3	Employment Agreement, dated March 7, 2011, between the Company and John C. White. (Incorporated by reference to the Form 8-K filed by the Registrant on March 8, 2011).
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith.)
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith.)
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Filed herewith.)
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Filed herewith.)

**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 thereunto duly authorized.

UNIVERSAL TECHNICAL INSTITUTE,  
INC.

Dated: February 2, 2012

By: /s/ Eugene S. Putnam, Jr.  
Eugene S. Putnam, Jr.  
President and Chief Financial Officer  
(Principal Financial Officer and  
Duly Authorized Officer)