

KEMET CORP
Form 10-K/A
April 28, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

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

For the fiscal year ended March 31, 2004

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: 0-20289

KEMET Corporation

(Exact name of registrant as specified in its charter)

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Delaware

(State or other jurisdiction of
incorporation or organization)

57-0923789

(IRS Employer
Identification No.)

2835 KEMET Way, Simpsonville, South Carolina

(Address of principal executive offices)

29681

(Zip Code)

Registrant's telephone number, including area code: **(864) 963-6300**

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

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Title of each class
Common Stock, \$.01 Par Value
(Title of class)

Name of each exchange on which registered
New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

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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 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.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No

Aggregate market value of voting Common Stock held by non-affiliates of the registrant as of September 30, 2003, computed by reference to the closing sale price of the registrant's Common Stock was approximately \$1,019,128,600.

Number of shares of each class of Common Stock outstanding as of May 31, 2004: Common Stock, \$.01 Par Value 86,496,284

DESCRIPTION OF AMENDMENT NO. 1

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Amendment No. 1 includes a disclosure required by Regulation S-K (Items 307 and 308(a)). The disclosure is Part II, Item 9A Controls and Procedures.

The following section is added to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2004:

ITEM 9A. CONTROLS AND PROCEDURES

The Company's management evaluated, with the participation of the Chief Executive Officer and Chief Financial Officer, the effectiveness of the Company's disclosure controls and procedures as of March 31, 2004. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of March 31, 2004. There has been no change in the Company's internal control over financial reporting that occurred during the fourth quarter of the fiscal year ending March 31, 2004 that has materially affected, or is reasonably likely to material affect, the Company's internal control over financial reporting.

SIGNATURES

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Pursuant to the requirements of Section 13 or 15(d) 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.

KEMET CORPORATION
(Registrant)

Date: April 27, 2005

/s/ DAVID E. GABLE
David E. Gable
Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: April 27, 2005

/s/ PER-OLOF LOOF
Per-Olof Loof
Chief Executive Officer and Director
(Principal Executive Officer)

Date: April 27, 2005

/s/ DAVID E. GABLE
David E. Gable
Vice President and Chief Financial Officer
(Principal Accounting and Financial Officer)

Date: April 27, 2005

/s/ FRANK G. BRANDENBURG
Frank G. Brandenburg
Chairman and Director

Date: April 27, 2005

/s/ CHARLES E. VOLPE
Charles E. Volpe
Director

Date: April 27, 2005

/s/ MAUREEN E. GRZELAKOWSKI
Maureen E. Grzelakowski
Director

Date: April 27, 2005

/s/ E. ERWIN MADDREY, II
E. Erwin Maddrey, II
Director

Date: April 27, 2005

/s/ JOSEPH D. SWANN
Joseph D. Swann
Director