

1 800 CONTACTS INC
Form 10-Q/A
November 10, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 July 2, 2005

**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: **0-23633**

1-800 CONTACTS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

87-0571643
(I.R.S. Employer Identification No.)

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66 E. Wadsworth Park Drive
Draper, UT
(Address of principal executive offices)

84020
(Zip Code)

(801) 924-9800

(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 the filing requirements for at least the past 90 days.

Yes No

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

Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of November 7, 2005, the Registrant had 13,339,557 shares of Common Stock, par value \$0.01 per share, outstanding.

Explanatory Note

This Amendment No. 1 on Form 10-Q/A (this Amendment) to our Quarterly Report on Form 10-Q for the quarterly period ended July 2, 2005, initially filed with the Securities and Exchange Commission on August 16, 2005 (the Report), is being filed to correct the contents of the certifications required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 that were originally filed with the Report. No other information contained in the Report is amended by this Amendment. Accordingly, this Amendment should be read in conjunction with the Report and our filings made with the Securities and Exchange Commission subsequent to the filing of the Report, including any amendments to those filings.

Item 6. Exhibits

(A) Exhibits

Exhibit No.	Description of Exhibit
3.1 (i)	Restated Certificate of Incorporation of the Company. (1)
3.1 (ii)	Restated By-Laws of the Company. (1)
4.1	Form of certificate representing shares of Common Stock, \$0.1 par value per share. (2)
31.1	Certification Required Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification Required Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification Required Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(3)
32.2	Certification Required Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(3)
(1)	Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarterly period ended April 4, 1998 (Commission File No. 0-23633).
(2)	Incorporated by reference to the same numbered exhibit to the Company's Registration Statement on Form S-1 (Registration No. 333-41055).
(3)	Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarterly period ended July 2, 2005 (Commission File No. 0-23633).

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.

1-800 CONTACTS, INC.

Dated: November 10, 2005

By: /s/ Jonathan C. Coon
Name: Jonathan C. Coon
Title: Chief Executive Officer

By: /s/ Brian W.
Bethers
Name: Brian W. Bethers
Title: President and Chief Financial Officer