

SMITH MICRO SOFTWARE INC

Form 10-K/A

April 05, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A**

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

For the fiscal year ended December 31, 2006

**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 0-26536
SMITH MICRO SOFTWARE, INC.
(Exact name of registrant as specified in its charter)**

Delaware
(State or other jurisdiction of incorporation or
organization)

33-0029027
(I.R.S. Employer Identification Number)

51 Columbia, Suite 200, Aliso Viejo, CA
(Address of principal executive offices)

92656
(Zip Code)

Registrant's telephone number, including area code: **(949) 362-5800**

Common Stock, \$.001 par value
(Title of each class)

The NASDAQ Stock Market LLC
(NASDAQ Global Market)
(Name of each exchange on which registered)

Securities registered pursuant to Section 12(b) of the Act: Common Stock, \$.001 par value

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 YES NO

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 if whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

(Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

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

As of June 30, 2006, the last business day of the registrant's most recently completed second quarter, the aggregate market value of the common stock of the registrant held by non-affiliates was \$338,847,447 based upon the closing sale price of such stock as reported on the Nasdaq Global Market on that date. For purposes of such calculation, only executive officers, board members, and beneficial owners of more than 10% of the registrant's outstanding common stock are deemed to be affiliates.

As of March 6, 2007, there were 29,366,277 shares of common stock outstanding.

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EXPLANATORY NOTE

The undersigned registrant hereby amends its Annual Report on Form 10-K for the period ended December 31, 2006 solely for the purpose of providing corrected certifications pursuant to Exchange Act Rule 13a-14(a). Such certifications have been corrected by inserting the references to internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that were inadvertently omitted from the introductory sentence of paragraph 4 and from subparagraph (B) of paragraph 4 of the certifications previously filed as Exhibits 31.1 and 31.2 to the registrant's Annual Report on Form 10-K for the period ended December 31, 2006.

This Form 10-K/A does not reflect events occurring after the filing of the original Annual Report on Form 10-K for the period ended December 31, 2006 and, other than as described above, does not modify or update the disclosures in the original Annual Report on Form 10-K in any way.

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SIGNATURES

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.

SMITH MICRO SOFTWARE, INC.

Date: April 5, 2007

By: /s/ William W. Smith, Jr.
 William W. Smith, Jr.
 Chairman of the Board,
 President and Chief Executive Officer
 (Principal Executive Officer)

Date: April 5, 2007

By: /s/ Andrew C. Schmidt
 Andrew C. Schmidt,
 Chief Financial Officer
 (Principal Financial and Accounting
 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.

| Signature | Title | Date |
|--|--|---------------|
| /s/ William W. Smith, Jr. William W. Smith, Jr. | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | April 5, 2007 |
| /s/ Andrew C. Schmidt Andrew C. Schmidt | Chief Financial Officer (Principal Financial and Accounting Officer) | April 5, 2007 |
| /s/ Thomas G. Campbell Thomas G. Campbell | Director | April 5, 2007 |
| /s/ Samuel Gulko Samuel Gulko | Director | April 5, 2007 |
| /s/ Ted L. Hoffman Ted L. Hoffman | Director | April 5, 2007 |
| /s/ William C. Keiper William C. Keiper | Director | April 5, 2007 |
| /s/Gregory J. Szabo Gregory J. Szabo | Director | April 5, 2007 |

Gregory J. Szabo

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EXHIBIT INDEX

| Exhibit No | Title | Method of Filing |
|---------------|--|------------------|
| 31.1 | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 31.2 | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |