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BOOKS A MILLION INC
Form 10-K/A
May 10, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K/A
(Amendment No. 1)

FOR ANNUAL AND TRANSITION REPORTS
PURSUANT TO SECTIONS 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(MARK ONE)

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

For the fiscal year ended January 28, 2006

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from _____ to _____

Commission File No. 0-20664

BOOKS-A-MILLION, INC.
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

63-0798460
(IRS Employer
Identification No.)

402 INDUSTRIAL LANE
BIRMINGHAM, ALABAMA
(Address of principal executive offices)

35211
(Zip Code)

Registrant's telephone number, including area code: (205) 942-3737

Securities registered pursuant to Section 12(b) of the Act: NONE

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

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as
defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

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 the 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 a large accelerated filer, an accelerated filer or a non-accelerated filer.

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 Exchange Act).

Yes ☐ No ☒

The aggregate market value of the voting stock held by non-affiliates of the Registrant (assuming for these purposes, but without conceding, that all executive officers and directors are "affiliates" of the Registrant) as of July 29, 2005 (based on the closing sale price as reported on the NASDAQ National Market on such date), was \$88,405,399.

The number of shares outstanding of the Registrant's Common Stock as of April 10, 2006 was 16,569,577.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Annual Report to Stockholders for the fiscal year ended January 28, 2006 are incorporated by reference into Part II of this report.

Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held on June 8, 2006 are incorporated by reference into Part III of this report.

EXPLANATORY NOTE

This amendment to our Form 10-K for the fiscal year ended January 28, 2006, filed with the Securities and Exchange Commission on April 13, 2006 (the "Original Report"), amends that filing to replace the Section 302 certifications of our Executive Chairman of the Board, Clyde B. Anderson, our Chief Financial Officer, Richard S. Wallington, and our President and Chief Executive Officer, Sandra B. Cochran, with revised Section 302 certifications. These revised Section 302 certifications include language in the fourth paragraph thereto, which was inadvertently omitted from the report as originally filed. No other changes have been made in this amendment to the information contained in the Original Report.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

- (a) 1. Financial Statements. None.
2. Financial Statement Schedules. None.
3. Exhibits

Exhibit
Number

- 31.1 -- Certification of Clyde B. Anderson, Executive Chairman of the Board of Books-A-Million, Inc., pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, filed under Exhibit 31 of Item 601 of Regulation S-K.
- 31.2 -- Certification of Richard S. Wallington, Chief Financial Officer of Books-A-Million, Inc., pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, filed under Exhibit 31 of Item 601 of Regulation S-K.
- 31.3 -- Certification of Sandra B. Cochran, President and Chief Executive Officer of Books-A-Million, Inc., pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, filed under Exhibit 31 of Item 601 of Regulation S-K.
- 32.1 -- Certification of Clyde B. Anderson, Executive Chairman of the Board of Books-A-Million, Inc., pursuant to 18 U.S.C. Section 1350, filed under Exhibit 32 of Item 601 of Regulation S-K.
- 32.2 -- Certification of Richard S. Wallington, Chief Financial Officer of Books-A-Million, Inc., pursuant to 18 U.S.C. Section 1350, filed under Exhibit 32 of Item 601 of Regulation S-K.
- 32.3 -- Certification of Sandra B. Cochran, President and Chief Executive Officer of Books-A-Million, Inc., pursuant to 18 U.S.C. Section 1350, filed under Exhibit 32 of Item 601 of Regulation S-K.

- (b) Reports on Form 8-K

None.

- (c) See Item 15(a) (3), the Exhibit Index and the Exhibits attached hereto.

- (d) See Item 15(a) (2).

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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 amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

BOOKS-A-MILLION, INC.

by: /s/ Clyde B. Anderson

Clyde B. Anderson
Executive Chairman of the Board
Date: May 10, 2006

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

PRINCIPAL EXECUTIVE OFFICER:

/s/ Clyde B. Anderson

Clyde B. Anderson
Executive Chairman of the Board
Date: May 10, 2006

PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER:

/s/ Richard S. Wallington

Richard S. Wallington
Chief Financial Officer
Date: May 10, 2006

DIRECTORS:

/s/ Clyde B. Anderson

Clyde B. Anderson
Date: May 10, 2006

/s/ Ronald G. Bruno

Ronald G. Bruno
Date: May 10, 2006

DIRECTORS:

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/s/ J. Barry Mason

J. Barry Mason
Date: May 10, 2006

/s/ Terry C. Anderson

Terry C. Anderson
Date: May 10, 2006

/s/ Albert C. Johnson

Albert C. Johnson
Date: May 10, 2006

/s/ William H. Rogers, Jr.

William H. Rogers, Jr.
Date: May 10, 2006