

GENERAL CABLE CORP /DE/
Form 10-Q/A
October 20, 2017

UNITED STATES
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 June 30, 2017

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: 1-12983

GENERAL CABLE CORPORATION
(Exact name of registrant as specified in its charter)

| | |
|--|--------------------------------------|
| Delaware | 06-1398235 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

| | |
|--|------------|
| 4 Tesseneer Drive | 41076-9753 |
| Highland Heights, KY | |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (859) 572-8000

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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

(Check one):

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act. "

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

| Class | Outstanding at July 28, 2017 |
|--------------------------------|------------------------------|
| Common Stock, \$0.01 par value | 49,754,813 |

EXPLANATORY NOTE

General Cable Corporation (the “Company”) is filing this amendment to its quarterly report on Form 10-Q for the quarterly period ended June 30, 2017 (the “Form 10-Q”), originally filed with the Securities and Exchange Commission on August 3, 2017, solely for the purpose of notating in the Exhibit Index that confidential treatment was requested as to certain portions of Exhibit 10.2 in connection with a pending application for confidential treatment. Exhibit 10.2 was filed with the original Form 10-Q filing with certain redactions. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this amendment restates in its entirety Item 6 of the Form 10-Q and contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are filed herewith. Because no financial statements have been included in this amendment and this amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of such certifications have been omitted.

Except as described above, this amendment does not reflect events occurring after the filing of the original Form 10-Q and no revisions are being made pursuant to this amendment to the Company’s financial statements or any other disclosure contained in the Form 10-Q.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS

See the Exhibit Index immediately following the signature page of this Quarterly Report on Form 10-Q, which is incorporated herein by reference.

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, General Cable Corporation has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

General Cable Corporation

Signed: October 20, 2017 By: /s/ MATTI M. MASANOVICH

Matti M. Masanovich

Senior Vice President and Chief Financial Officer

(Principal Financial Officer)

Signed: October 20, 2017 By: /s/ LEONARD R. TEXTER

Leonard R. Texter

Senior Vice President and Global Controller

(Principal Accounting Officer)

Exhibit Index

Exhibit No. Description

| | |
|-----------------|---|
| <u>3.1</u> | <u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K as filed with the Commission on May 14, 2010)</u> |
| <u>3.2</u> | <u>Amended and Restated By-Laws (incorporated by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended October 2, 2015)</u> |
| <u>10.1+</u> | <u>General Cable Corporation Stock Incentive Plan (incorporated by reference to the Company's Current Report on Form 8-K as filed with the Commission on May 23, 2017)</u> |
| <u>**10.2††</u> | <u>Second Amended and Restated Credit Agreement, dated as of May 22, 2017, by and among General Cable Industries, Inc., as U.S. borrower, General Cable Company Ltd., as Canadian borrower, Silec Cable SAS, Norddeutsche Seekabelwerke GmbH, Grupo General Cable Sistemas, S.L., as European borrowers, the Company and those certain other subsidiaries of the Company party thereto as guarantors, the several lenders and financial institutions party thereto, JP Morgan Chase, N.A. as administrative agent and J.P. Morgan Europe Limited as European administrative agent for the lenders</u> |
| <u>**12.1</u> | <u>Computation of Ratio of Earnings to Fixed Charges</u> |
| <u>31.1</u> | <u>Certification of Chief Executive Officer pursuant to Rule 13a – 14(a) or 15d – 14</u> |
| <u>31.2</u> | <u>Certification of Chief Financial Officer pursuant to Rule 13a – 14(a) or 15d – 14</u> |
| <u>**32.1</u> | <u>Certification pursuant to 18 U.S.C. § 1350, as adopted under Section 906 of the Sarbanes-Oxley Act of 2002</u> |
| **101.INS | XBRL Instance Document |
| **101.SCH | XBRL Taxonomy Extension Schema Document |
| **101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| **101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |
| **101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
| **101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

+ Indicates a management contract or compensatory plan.

†† Confidential treatment has been requested for certain portions of this exhibit. Omitted portions have been filed separately with the Securities and Exchange Commission.

** Indicates a document that was previously filed or furnished, as applicable, with the original Form 10-Q filing on August 3, 2017.